

BOARD MEMBER RESPONSIBILITIES

As a member of the board of directors of the Diamondhead Main Street Association (DMSA) Board of Directors, I believe in the mission and purpose of the organization and I will act diligently, responsibly, and prudently as its steward. I recognize that I have a legal and moral responsibility to ensure that the organization effectively pursues its mission, goals, and objectives.

I understand that the board of directors is responsible for the finances of the organization and establishes program policy. I understand that the board is responsible for fulfilling the legal and financial requirements in the conduct of its business affairs as a not-for-profit 501(c)(3) corporation and that in order to maintain its federal tax exemption, DMSA must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

As part of my responsibilities as a board member, I will:

1. Work in good faith with staff and other board members in achieving the organization's goals and objectives.
2. Stay informed about the organization's activities in order to actively participate in discussion and make decisions on issues, policies, and other board matters.
3. Share my expertise, knowledge, and skills to support DMSA's organizational goals and objectives.
4. Serve as an advocate for the organization's mission to my community and act as a spokesperson for the organization.
5. Attend all regularly scheduled board meetings and specially called meetings, as stipulated in the by-laws.
6. Make a personal financial contribution at a level that is meaningful to me.
7. Participate in the organization's fundraising activities and encourage financial support for DMSA among members of my professional network.
8. Act in the best interest of the organization and recuse myself from discussions and votes where I have a conflict of interest.

I affirm that I have read and understand the policy and agree to comply with the policy.

In exchange for my service on the board of directors, DMSA staff agrees to:

1. Provide financial reports and an update of organizational activities that will help me meet the “due diligence” requirements of the law.
2. Provide opportunities to discuss the organization’s programs, activities, goals and objectives with the Executive Director and the Board President.
3. Help me perform my duties by keeping me informed about issues in the community in which we work and by offering me opportunities for professional development as a board member.
4. Respond in a straightforward manner to questions I have that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization.
5. Work in good faith with me in achieving DMSA’s goals and objectives.

IN WITNESS WHEREOF, the following parties have executed this agreement:

By: _____
Member, Board of Directors Date

By: _____
President, Board of Directors Date

By: _____
Executive Director Date

Application for Diamondhead Main Street Association Board of Directors

Name: _____

Address: _____

Phone: _____ Email: _____

Occupation: _____ Business Name: _____

Reside in Moss Point? Yes__ No_____ # of yrs? _____

Work in Moss Point? Yes __ No _____ # of yrs? _____

Work in Downtown Moss Point District? Yes _____ No ____ Number of years? _

List current or prior service on Boards, Committees, or Commissions: _____

List community activities in which you are involved: _____

Describe your qualifications, experience, and education, and list any technical or professional requirements you have relative to the duties of the MSMPA Board of Directors: _____

What are your goals in serving on the DMSA Board of Directors? _____

Have you read the Board Member Responsibilities, and are you willing to serve as an active member of the DMSA Board of Directors? Yes_____ No_____

Applications should be returned to DMSA, Post Office Box 8275, Moss Point, MS or by email to jeremy.boulware@hancockwhitney.com, no later than June ____ by 5:00 p.m.

**AN EFFECTIVE TEAM:
THE DIAMONDHEAD MAIN STREET ASSOCIATION BOARD
AND THE EXECUTIVE DIRECTOR**

Everything goes better when there is a sense of respect among those involved with an organization. By following the items outlined in this summary you will increase your chances of gaining and maintaining a sense of respect for your fellow board members.

**WHEN YOU AGREE TO SERVE ON THE
DIAMONDHEAD MAIN STREET ASSOCIATION BOARD**

When you agree to serve on the board you agree to a very special commitment that is separate from the board's function as a whole. Your commitment on the board incurs a debt owed to the rest of your peers on the board and to the agency you serve.

The four basic commitments that all board members should be willing to make are:

- To attend and to participate in all of the board's meeting.
- To serve actively on at least one active committees.
- To do your homework in order to be prepared to participate fully and intelligently in board or committee meetings.
- To provide financial support to the agency within your own capability to do so.

In order for the Board to function effectively there are four more, often unstated, commitments which should be made. They are as follows:

1. Individual board members should act only as a full board and not act unilaterally unless instructed by the full board to do so. The point is of particular importance with respect to an individual board member's relationship to staff.
2. Individual board members should only speak for the full board when the full board has sanctioned their doing so. Typically, the Board President and the Executive Director are authorized to speak for the agency and for the Board.
3. Boards should also have a track record of productive meetings.
4. And, finally, successful boards are invariably made up of people who understand what their individual commitment must involve.

RESPONSIBILITIES OF THE DIAMONDHEAD MAIN STREET ASSOCIATION BOARD OF DIRECTORS

BOARD DUTIES

- Establish policies for the organization.
- Approve, review, and monitor committee work plans and progress.
- Participate in fund-raising activities.
- Represent goals and activities of organization in the community.
- Select the program manager and evaluate performance regularly.

BOARD ATTENDANCE

Any director who is absent from three consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors by a vote of the majority of the Directors.

TIME COMMITMENT

- Three-year, Two-year, One-year terms
- Attend one board meeting per month
- Attend one committee meeting per month
- Task assignments as required
- Time as necessary for special events, fund-raising, etc.

SERVING ON A COMMITTEE

All Board Members are expected to serve on a committee under one of the Four Points. This will allow Board Members to understand the needs and issues of that committee and the organization as a whole. If time does not permit you to serve on a committee, you can be excused by a majority vote of your fellow Board Members. Members of the Executive Committee are excused from this obligation but are encouraged to serve on a committee if they wish.

DIAMONDHEAD MAIN STREET ASSOCIATION BOARD MEMBER AGREEMENT

As a Board Member, I agree to undertake the responsibilities outlined above. I understand my role and acknowledge the importance of the Main Street program to our community. If, for any extended period of my term, time should prohibit me from carrying out my duties as an active Board Member, I shall inform the Board President and ask to be relieved of my position.

Board Member

Date

EXHIBIT A
CONFLICT OF INTEREST POLICY

ARTICLE I
PURPOSE

The purpose of the conflict of interest policy is to protect the Diamondhead Main Street Association (hereinafter referred to as the "Organization") and its interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II
DEFINITIONS

2.1 – Interested Person

Any director, officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 – Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

ARTICLE III PROCEDURES

3.1 – Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

3.2 – Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 – Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 – Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to

disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the board of directors and all committees with board delegated powers shall contain:

- i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V COMPENSATION

- a. A voting member of the board of directors who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the board of directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI ANNUAL STATEMENTS

Each director, officer, and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

- i. Has received a copy of the conflict of interest policy,

- ii. Has read and understands the policy,
- iii. Has agreed to comply with the policy, and
- iv. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.

Social Media Policy

I. PURPOSE

The Organization endorsed the secure use of social media to enhance communication, collaboration, and information exchange: streamline processes; and foster productivity. This policy establishes this organization's position on the utility and management of social media and provides guidance on its management, administration, and oversight. This policy is not meant to address one particular form of social media; rather social media in general, as advances in technology will occur and new tools will emerge.

I. POLICY

Social media provides a new and potentially valuable means of assisting the Organization and its personnel in meeting community outreach, problem-solving, and related objectives. This policy identifies potential uses that may be explored or expanded upon as deemed reasonable by administrative and board personnel. The organization also recognizes the role that these tools play in the personal lives of some organization members. The personal use of social media can have bearing on organization members in their official capacity. As such, this policy provided information of a precautionary nature as well as prohibitions on the use of social media by organization members.

II. DEFINITIONS

Blog: A self-published diary or commentary on a particular topic that may allow visitors to post responses, reactions, or comments. The term is short for "Web log."

Page: The specific portion of a social media website where content is displayed, and managed by an individual or individuals with administrator rights.

Post: Content and individual shares on a social media site or the act of publishing content on a site.

Profile: Information that a user provides about himself or herself on a social networking site.

Social Media: A category of Internet-based resources that integrate user-generated content and user participation. This includes, but is not limited to, social networking sites (Facebook, My Space), micro blogging sites (Twitter, Nixle), photo-and video -sharing sites (Flicker, You Tube), wikis (Wikipedia), blogs, and news sites (Digg, Reddit).

Social Networks: Online platforms where users can create profiles, share information, and socialize with others using a range of technologies.

Speech: Expression or communication of thoughts or opinions in spoken words, in writing, by expressive conduct, symbolism, photographs, videotape, or related forms of communications.

Web 2.0: The second generation of the World Wide Web focused on sharable, user-generated content, rather than static web pages. Some use this term interchangeably with social media.

Wiki: Web page(s) that can be edited collaboratively.

IV. ON -THE- JOB- USE

A. Diamondhead Diamondhead Main Street- Sanctioned Presence

1. Determine strategy
 - a. Where possible, each social media page shall include an introduction statement that clearly specifies the purpose and scope of the agency's presence on the website.
 - b. Where possible, the page(s) should link to the Diamondhead Diamondhead Main Street's official website.
 - c. Social media page(s) shall be designed for the target audience(s) such as youth or potential Diamondhead Diamondhead Main Street Members.
2. Procedures
 - a. All Diamondhead Diamondhead Main Street social media sites or pages shall be approved by the Diamondhead Diamondhead Main Street Board and shall be administered by the Diamondhead Diamondhead Main Street Director or as otherwise determined.
 - b. Where possible, social media pages shall clearly indicate they are maintained by Diamondhead Diamondhead Main Street and shall have contact information prominently displayed.
 - c. Social media content shall adhere to applicable laws, regulations, and policies, including all information technology and records management policies.
 - d. Where possible, social media pages should state that the opinions expressed by visitors to the page(s) do not reflect the opinions of Diamondhead Diamondhead Main Street.
 - (1) Pages shall clearly indicate that posted comments will be monitored and that the Diamondhead Diamondhead Main Street reserves the right to remove obscenities, off-topic comments, and personal attacks.
 - (2) Pages shall clearly indicate that any content posted or submitted for posting is subject to public disclosure.
3. Diamondhead Diamondhead Main Street-Sanctioned Uses
 - a. Diamondhead Diamondhead Main Street members representing the organization via social media outlets shall do the following:
 - (1) Conduct themselves at all times as representatives of the organization and, accordingly, shall adhere to all organization standards of conduct and observe conventionally accepted protocols and proper decorum.
 - (2) Identify themselves as a member of Diamondhead Main Street.
 - (3) Not conduct political activities or private business.

III. PERSONAL USE

A. Precautions and Prohibitions

Members shall abide by the following when using social media.

1. Members are free to express themselves as private citizens on social media sites to the degree that their speech does not impair working relationships of this Organization for which loyalty and confidentiality are important, impede the performance of duties, impair harmony among Members, or negatively affect the public perception of the Organization.
2. Members may not divulge information gained by reason of their authority; make any statements, speeches, appearances, and endorsements; or publish materials that could reasonably be considered to represent the views or positions of this organization without express authorization.

STATEMENT OF UNDERSTANDING

I have read, understood, and agreed to the organization's policies.

I, _____ hereby acknowledge and declare that:

Print Name: _____

1- I confirm that I have received, read and understood the following Social Media policies:

_____ Social Media Procedure

Signed: _____

Date: _____