

## 12 Reasons Why You Should Gracefully Resign from a Nonprofit Board

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Are you a valuable and valued board member for a nonprofit? If not, a graceful resignation and reassignment may be good for you and the organization.

### 12 reasons why you should resign from a nonprofit board:

1. You're serving on the board more for personal benefit than for public benefit.
2. You have a material financial interest in a transaction with the organization that would be damaging if known by the public.
3. The organization's values or activities are inconsistent with your personal values.
4. You are unable to support the organization when a board action is taken contrary to your vote.
5. The organization is not operating consistent with the law and/or its own governing documents or policies despite your efforts to insist on compliance.
6. You're not informed about the organization's current activities and/or mission-oriented results, and you're not informed about the performance of the organization's executive.
7. You don't review the organization's financials on a regular basis.
8. You're missing a significant number of board meetings and therefore unable to actively participate in governance-related planning, deliberations, and actions.
9. You're not contributing resources (money, time, connections, or other valuable assets) to the organization apart from the time to show up at meetings.
10. You don't spend significant amounts of time thinking hard about whether the organization is effective at advancing its mission and how the organization could be more effective at advancing its mission.
11. Your conduct at board meetings is viewed by the majority of other board members as disruptive, and you're unable to work collaboratively with the other board members in a productive manner.
12. You intervene/interfere with the executive's management of the organization by personally directing the executive and/or staff and falsely asserting rank (because a board member has no individual authority and no inherent rank in the organizational hierarchy as an individual).

If you're unable to meet your fiduciary duties of care and loyalty to act with reasonable care in good faith in the best interests of the organization, you're failing to meet your legal responsibilities. While personal liability may be extremely rare for volunteer directors of nonprofits (absent some kind of intentional wrongdoing, fraud, self-dealing, or unpaid taxes), you're also putting yourself at greater risk, including from claims that may not be protected by your organization's D&O insurance. Further, your failure to meet your duties may be holding back the organization from better advancing its charitable mission and serving its intended beneficiaries.

If you're able to meet your fiduciary duties but the majority of the board is not, and such deficiency results in an organization with serious compliance issues and values that don't align with yours, you may also be putting yourself at greater risk. In such case, you may need to balance your duty to still meet your individual legal duties with your obligation to do what's best for the organization and your interest in protecting your personal interests from possible legal and/or reputational harm.

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