

Board of Directors Agreement to Serve

Board members are individually, and as a group, responsible for the success of the Society. Integral to this success are the Society's financial health, fidelity to its mission, organizational excellence, and ethical integrity. These obligations are detailed in our governing documents and by applicable law.

Board Member: _____ (“you” or “your”)

By accepting your appointment to the Endocrine Society Board of Directors, you agree as follows for the entirety of your term:

Fiduciary Obligations

As a member of the Society's Board of Directors, you owe fiduciary duties of care, loyalty, and obedience to the Society. As a fiduciary, you must: (i) act in the best interests of the Society with ordinary care and prudence; (ii) place the interests of the Society above your own interests; and (iii) abide by all applicable laws and regulations and internal policies and procedures adopted by the Society.

Board and Volunteer Participation

By accepting this position, you accept the duties and responsibilities of the position with integrity, collegiality, and care. You agree to:

- Actively participate in all in-person and virtual meetings.
- Be prepared to discuss the issues and business on the agenda and have read all background material relevant to the topics at hand.
- Respect the opinions of fellow leaders and leave personal prejudices out of all discussions.
- Be generally respectful of approved actions of the Board and/or volunteer groups even when the member personally did not support the action taken (do not publicly undermine decisions made by the Board.)
- Put the interests of the Society above personal interests or third-party.
- Represent the Society in a positive and supportive manner.
- Maintain membership in the Society in good standing through the duration of your appointment on the Board.

Non-Discrimination and Non-Harassment

The Society is committed to providing a safe, productive, and welcoming environment free of unlawful harassment or discrimination due to race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, gender identity or expression, genetic information, physical or mental disability, educational attainment, or political affiliation of any individual or any other legally protected characteristic. The Society does not tolerate discrimination or harassment. You understand that if you violate this policy, the Society may take appropriate action to remedy harassment, which may include removal from your director or officer positions (if applicable) and/or removal from Society's membership.

Endocrine Society Bylaws and Policies

You agree to abide by the Society's Bylaws, policies, and procedures in carrying out Board service and other volunteer activities for the Society. You further acknowledge and agree that the Society's

Code of Ethics and Meeting Code of Conduct govern your conduct as a Board member, and you agree to abide by the expectations set forth in the codes at all times.

Assignment of Intellectual Property Rights

As part of your Board service, you may create certain work products for the Society, including written works, visual works, inventions, or other work products affixed in a tangible medium ("Works"). You represent and warrant that any Works that you furnish to the Society pursuant to your Board service will be your own and will not infringe the proprietary or personal rights of any third party. You hereby assign and agree to assign to the Society ownership of all rights, title, and interest in and to all Works created, conceived, or modified in whole or in part by you relating to your Board service.

Misrepresentation

You agree that you will not hold yourself out as an agent of the Society to third parties in any instance when you do not, in fact, have such authority, and you will not misrepresent your relationship with the Society to third parties in any way.

Confidentiality

In connection with your Board service, you may be given or have access to the Society's confidential information ("Confidential Information"). "Confidential Information" includes any information that is not generally available to the public, including, but not limited to (i) information on staffing, funding sources, business plans, financial statements and projections, investigation reports, audit reports, corporate records, internal communications, plans, proposals, programs, project lists and files, fundraising plans and reports, and donor lists and prospects and (ii) confidential and/or personally identifiable information regarding the employees, volunteers, donors/prospects, program participants, vendors, partners, and/or others of the Society. You covenant and agree that you will not disclose any Confidential Information and that you will use reasonable efforts to maintain confidentiality of Confidential Information. You also agree not to use any Confidential Information for your own or your Employer's benefit, nor will you use Confidential Information in a manner that competes with or harms the Society.

Antitrust Compliance

The Society requires strict compliance with federal and state antitrust laws. The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade. Consequently, you agree to avoid discussing certain topics with other members of the Society or the industry generally: prices, fees, rates, profit margins, discounts, rebates, or other terms or conditions of sale; pricing strategies, methods, trends, plans, or timing of price changes; salaries, costs and other factors that affect pricing; allocation of markets or customers or division of

territories; topics that may lead participants to not deal with or to boycott a particular supplier, customer, or third party; reductions of output; or any other anti-competitive topics.

Conflicts of Interest

At all times, the Board must act in the best interests of the Society and not for personal or third-party gain or financial enrichment. You agree to comply with the Society's Conflicts of Interest Policy, and you understand and agree that your duty to disclose actual, potential, or perceived conflicts is ongoing throughout your tenure as a Board member.

Society Brand and Reputation

You understand and agree that as an Endocrine Society Board member, you are an ambassador to the Society. By accepting this position, you agree that you will not publicly disparage or criticize: (i) the quality or content of products, services, and other offerings of the Endocrine Society to members and others, including publications and conferences; (ii) medical, policy, or legislative positions of the Endocrine Society; (iii) suppliers, advertisers, and exhibitors of the Endocrine Society; or (iv) the field of endocrinology.

Acknowledgment

You acknowledge and agree that your selection for service on the Board and the opportunities made available to you by serving on the Board constitute good and valuable consideration for entering into this Agreement, the receipt and sufficiency of which you hereby acknowledge. You understand and agree that your failure to comply with any of the terms of this Agreement may result in the initiation of removal proceedings under Article IX of the Endocrine Society Bylaws, or the implementation of any other remedy available under the law. Please sign below to confirm your acceptance of these conditions of your service on the Board of Directors.

Signature: _____

Name: _____

Date: _____