

Legal and Fiduciary Responsibilities of GSA Councilors

As GSA's governing body, the Council is accountable for the ultimate direction of the Society's affairs. Legal responsibility for the Society's actions and inactions rests with the Council. Legally, Council can act only by consensus at a duly constituted and conducted meeting. Individual Councilors have authority only as delegated by Council.

By virtue of their position, Councilors accept a fiduciary responsibility to GSA. The fiduciary duties of care, loyalty, and obedience require that Councilors act reasonably, prudently and in the best interests of GSA including the approval of expenditure of Society financial assets, as well as the receipt of financial resources into the Society; that they avoid negligence, fraud, and conflicts of interest; and act in accordance with all governing documents and applicable laws and regulations.

If the fiduciary duties of care, loyalty and obedience are breached, individuals can be personally liable for damages. Willful ignorance and intentional wrongdoing will create liability for individual Councilors. GSA has instituted a number of standard practices that serve to limit liability for both the society and for Councilors. The society carries liability insurance to protect against some such risks.