Thank you for your interest in running for a position on the ESTA Board of Directors. What follows is a brief guide to what is expected of Board Members and what you can expect during your term of service. You may also wish to speak to current board members about their experience to see if serving on the ESTA Board is right for you.

**Structure**

ESTA is a California nonprofit corporation organized on April 5, 1988 under the name “Theatrical Dealers Association” pursuant to the California Nonprofit Mutual Benefit Corporation Law. The Theatrical Dealers Association adopted “Entertainment Services and Technology Association” (ESTA) as its assumed name from 1994 until 2011 when it entered into a five year cooperative agreement with PLASA, the UK trade association, and took the name PLASA North America. From 2011 until late 2015 PLASA and PLASA North America presented themselves and operated as one association, however each retained its separate legal status. With the decision to not renew the cooperation agreement, PLASA North America filed a name change to return to ESTA. The organization, which is a 501(c)6 trade association, is also qualified to do business in the State of New York. It is governed by an eleven member Board of Directors which is elected by the organization’s membership. ESTA has four basic membership categories, these are Business, Organizational, Service Provider and Individual.

ESTA’s President, Vice President, Treasurer and Secretary may be members of the Business or Organizational categories and are elected by the Business, Organizational and Service Provider memberships. The four officers serve on the Executive Committee and have additional duties. Some of those include voting on American National Standards, additional conference calls and, of course the responsibilities applicable to the office.

Directors for the Business category are Dealer and Distributor, Manufacturer, Production Services, Professional Services and Rental Company and are elected from their respective membership groups. Organizational and Individual members are represented by a Director elected from their respective categories.

Board members serve three-year terms and may be elected to a maximum of two consecutive terms.

**In-Person Meetings**

Board members are required to attend four in-person meetings per year. Meetings are typically 4 to 8 hours long and dates and locations are announced several months prior. The first meeting of the year is at NAMM in Anaheim, CA in late January, the second is held in conjunction with USITT in mid-March and these are typically 4 hours. July and October meetings occur in Dallas during the ESTA meeting cycle and are scheduled for 8 hours. Meetings of the full ESTA Board of Directors are generally open to the public, however a closed or executive session may be called by the President at any time if confidential matters need to be discussed.

An agenda will be sent out a minimum of two weeks before each Board of Directors meeting. Financial and other reports may accompany the agenda. Standard agenda items include: a membership report, financial reports, committee reports, and updates on the ETCP and Technical Standards programs, the Production Equipment Rental Group, and Behind the Scenes. Significant time is spent at each meeting reviewing year-to-date revenue and expenses as well as approving future budgets. The Board is responsible for the strategic direction of the Association and must approve all major new initiatives as well as monitor existing programs to ensure they continue to fulfill the organization’s goals and mission.

**Additional Time Commitments**

Between meetings Board members are asked to respond to emails and to read minutes and other documents in preparation for meetings. Additional special electronic meetings of the Board may be called by the President throughout the year. All ESTA Directors serve on the Ethics Committee and may be asked to serve on a hearing panel if a case comes before the committee. Directors are expected to assist with dues renewal and with membership campaigns.

We have found it to be very true over the years that Board members who get involved with a committee or initiative have a significantly more fulfilling experience. As part of your Board service, you will be expected to serve on one of ESTA’s many committees, councils or working groups.
BOARD OF DIRECTORS CANDIDATE INFORMATION

Costs
Financial assistance is available for the Individual Director. All other Board members assume all costs associated with attending meetings including airfare and hotel. Every attempt is made to select hotels with reasonable room rates. When possible, a link to a reservation form is available on the ESTA website and all.

While ESTA does not require its Board to make financial contributions, you are certainly encouraged to do so. Some of ESTA’s most significant programs, such as Technical Standards and Certification, are funded through donations. You will find it is easier to convince others to make a contribution if you can say that you made one yourself. Donating to ESTA programs is a personal decision made by each individual member.

Directors’ and Officers’ Liability and Insurance
Directors and officers have duties of care and loyalty to the organization and its membership and must perform their duties in accordance with applicable state and federal laws and the terms of the organization’s charter. Directors and officers must act in a reasonable and informed manner in good faith when participating in the Board’s decisions and must act in the organization’s best interest. They must avoid activities that would injure or take advantage of the organization, particularly using their positions within the organization for personal gain.

While generally officers and directors are not personally liable for the organization’s obligations or damages, personal liability may arise if officers and directors:

- Breach their Duty of Care to the Corporation;
- Breach their Duty of Loyalty to the Corporation;
- Misappropriate a corporate opportunity or asset for personal use or use by another business;
- Commingle personal and business assets; or
- Fail to disclose potential or actual conflicts of interest.

Article XIV of the organization’s Bylaws provides for the organization’s indemnification of its officers and directors if any officer or director is made a party to any civil or criminal action, suit or proceeding in any manner arising from the performance of his or her duties for or on behalf of the organization. This means that ESTA will reimburse the officers and directors for expenses incurred and amounts paid in defending these claims. In addition, ESTA carries $5,000,000 in Director and Officer’s Insurance (D&O) to cover the claims and liability arising from them (including certain costs of defense incurred by ESTA). ESTA also carries $5,000,000 in Errors and Omissions (E&O) insurance.

Support
ESTA strongly recommends that all candidates consult with their employer or business partner(s) and family to discuss the time and financial commitment required for service to the association and seek their support.

We thank you again for your interest in serving. We look forward to working with you to make the Entertainment Technology industry the best it can be.