

Policy Type:	Board Policy
Policy No:	108
Title:	Association Legal Counsel
Date Reviewed:	April 25, 2023
Date Revised:	December 20, 2016

SUBJECT: ASSOCIATION LEGAL COUNSEL

I. OBJECTIVE: To establish general guidelines covering SMPA’s relationship with its attorney.

II. Policy:

A. Selection and Retention of Attorney as General Counsel:

The CEO/General Manager shall be responsible for recommending to the Board, the attorney to be hired by SMPA as General Counsel, who shall be hired upon approval of the Board of Directors. The attorney, whose performance shall be evaluated at least annually, shall serve at the pleasure of the Board. When considered appropriate, the CEO/General Manager may recommend to the Board that the attorney be terminated as General Counsel.

B. Special Counsel:

Subject to the limitations established by the annual budget and on recommendation of the General Counsel, the CEO/General Manager may retain special legal counsel for SMPA to perform specialized legal services which require particular expertise and which are not normally performed by the General Counsel.

C. General Counsel Duties and Responsibilities:

1. The General Counsel shall serve as SMPA’s chief legal advisor. The duties and responsibilities of the General Counsel shall encompass all legal matters related to the business and corporate affairs of SMPA. The General Counsel may delegate certain duties to appropriately qualified members of their law firm but shall remain responsible to the SMPA for all legal services performed by said persons.
2. The General Counsel represents SMPA as an independent legal entity and owes their professional allegiance to that entity. The Board of Directors shall have the ultimate decision-making authority for all legal matters. In the ordinary course of affairs, however, the General Counsel shall deal with, and be responsible to, the CEO/General Manager and such other employees as may be designated by the CEO/General Manager from time to time, with such relationship being subject to review and modification by the Board. The General Counsel shall not perform legal services or render legal advice at the request or demand of a member or group of members unless authorized to do so by the CEO/General Manager or the Board. The General Counsel shall advise the Board and the CEO/General Manager if they believe there is a possibility of conflict between SMPA and any of its constituents, such as officers, directors, employees or members.
3. The General Counsel shall be expected to attend all regular and special meetings of members and of the Board. They shall also attend seminars and other meetings authorized or requested from time to time by the Board or CEO/General Manager.

4. With due regard to the fact that the General Counsel has other professional commitments, they, to the extent practicable, should give SMPA priority in their work schedule and be available for routine telephone and office consultation with the CEO/General Manager and other employees designated by the CEO/General Manager concerning matters of legal interest to SMPA.
 5. Unless requested to do otherwise, the General Counsel shall refrain from expressing opinions related to management or policy matters except in those instances where potential legal problems may be involved.
- D. Payment for Legal Services:
- Fees for services of the General Counsel and conditions of expense reimbursement shall be as set forth in a written agreement between SMPA and the General Counsel.

III. RESPONSIBILITY: It shall be the responsibility of the Board of Directors and CEO/General Manager to implement the terms of this Policy.