



Bowling Proprietors' Association of America

Governance Policies

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1. **DIRECTOR GUIDELINES**

The Executive Director (ED) shall protect the BPAA from any and all unlawful and imprudent practices, activities or decisions that are in violation of commonly accepted business and/or professional ethics.

- A. **Member Relations.** In all interactions with members or prospective members, the Executive Director will be fair, professional and maintain confidentiality. They will:
1. Communicate a clear understanding of expectations of services offered;
 2. Protect the privacy of member information; and
 3. Track the participation, satisfaction of and relevance of products and services offered to members by the BPAA.
- B. **Staff Management.** The Executive Director will create a positive work environment matching compensation and benefits to the ability, skill sets, performance and experience of staff members and will treat all employees fairly and professionally. They will:
1. Ensure consistent adherence to the IBC Employee Handbook and Policy Manual by not only themselves but all staff members.
 2. Recognize understanding of all policies included in the IBC Employee Handbook and Policy Manual by signing the acknowledgement form.
 3. Refrain from promising or implying permanent or guaranteed employment.
 4. Ensure current compensation and benefits will be in alignment with the geographic or professional market for the skills employed.
 5. Offer key staff employment agreements only with President's written approval.
 6. Execute proper oversight and compliance with all laws governing 401(k) investments and participation.
 7. Perform annual staff performance reviews.
 8. Preferably establish written bonus plans not to exceed a one-year term and subject to annual renewal; however, exercise flexibility within the parameters of the budget to award performance or incentive bonuses at their discretion.
- C. **Emergency Executive Director Succession.** In order to protect the Board from the sudden loss of Executive Director services, the Executive Director may have no fewer than two other executives familiar with Association issues and processes. Executives may include department managers and/or Board officers.
- D. **Financial Planning and Budgeting.** Financial planning for any fiscal year or part of any fiscal year will be in line with the Association's strategic priorities. The Executive Director's budgeting will:
1. Contain specific information to enable realistic projections of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
 2. Not propose a deficit budget.
 3. Meet the current reserve requirement of 250% of total dues income as reflected in the most recent fiscal year-end financial statement (12/31). This reserve excludes the reserves of any closely held consolidated organizations or any temporarily restricted reserves. If the current reserve amount is below the minimum requirement, the Executive Director will budget for a "net surplus" of at least 20% of the prior year's dues income or an amount equal to the deficit of the reserve, if less.
Current reserve is defined as Current Assets less Current Liabilities plus year-to-date loss less year-to-date income.
 4. Inform the Board of Cost of Governance expenses including but not limited to training and travel of officers, Board members, committee chairs, committee members and representative of BPAA to other Boards.

- E. Financial Activities. In conjunction with the Director of Finance, the Executive Director will adhere to standard accounting practices and protect the financial integrity of the Association. They will operate within the approved annual budget and will:
1. Settle payroll and/or any other debts of the Association in a timely manner.
 2. Oversee that all tax payments and other government-ordered payments or filings be paid timely and filed accurately.
 3. Receive proper signatures/authorization for all disbursements. Authorized signatories include the Executive Director, President, Vice President (President-elect), Secretary and Treasurer of the Association.
 - a. For an amount less than \$25,000, one authorized signature is required. This signature may be either an electronic or manual signature. If electronic, email written authorization is required.
 - b. For an amount greater than \$25,000, *two* authorized signatures are required. *If either is electronic, email written authorizations are required.*
 - c. All intra-association account transfers must be approved by the Director of Finance or one of the authorized signatories.
 4. Obtain at least three competitive bids on all purchases over \$25,000.
 5. Generate and manage an aging schedule for all receivables.
 6. Provide the Board with quarterly income and expense projections based upon current information. Contingent liabilities will be included, if appropriate, according to financial accounting standards.
 7. Submit personal travel expense records to the Treasurer on a monthly basis.
 8. Provide the Treasurer with a copy of the reconciled bank statements on a timely monthly basis.
- F. Asset Protection. The Executive Director will ensure assets are protected and maintained. They will:
1. Maintain adequate property, casualty and liability insurance coverages.
 2. Provide adequate Director and Officer (D&O) insurance on behalf of the Board of Directors.
 3. Ensure all account signatories and the Director of Finance are bonded.
 4. Certify offices and equipment are maintained and repaired as needed.
 5. Avoid unnecessary exposure of the Association, its Board, or staff to claims of liability.
 6. Ensure the BPAA's investment in the IBC is protected and maintained.
 7. Protect intellectual property, information, and files from loss or significant damage.
 8. Create and maintain a system of internal controls to protect the Association and to meet audit standards.
 9. Ensure all funds are invested in compliance with the Association's investment policy.
- G. Investment Policy. Allocations for Public Equity will be maintained not to exceed a maximum of 65% with fixed income and cash securities to be maintained at 35%. Cash levels will be maintained at a minimum of \$250,000 total for the Investment Portfolios. Policy targets and ranges will be reviewed on, at least, a semi-annual basis and more frequently if needed by the Director of Finance, Executive Director, officers and/or board of directors. Equities will be limited to public securities traded on U.S. Dollar Exchanges. Likewise, Fixed Income securities will be limited to investment-Grade public securities traded on U.S. Dollar Exchanges (e.g. U.S. Treasuries, Agencies, Mortgage Securities and Investment-Grade corporate Securities).

- H. Contract Review and Execution. The Executive Director will only enter into grants or contractual arrangements that are aligned with the Association’s strategic priorities. The following conditions apply to any and all contracts:
1. Enter into a written contract only with the proper authorization.
 - a. For an amount less than \$25,000, one manual signature is required by one of the following persons: Executive Director, President, Vice President (President-Elect) Secretary or Treasurer.
 - b. For an amount greater than \$25,000, two signatures are required by two of the following persons: Executive Director, President, Vice President (President-Elect) Secretary or Treasurer.
 - c. Contracts exceeding a 12-month period require two signatures.
 - d. All signatures can be manual or electronic. If electronic, email written authorization is required.
 2. Enter into a written contract exceeding \$25,000 only after the document has been reviewed by the Association’s legal counsel (acceptable to proceed if contract was previously approved by legal counsel).
 3. Enter into the following types of contracts with the written authorization of the President, Vice President (President-elect), Secretary or Treasurer and after being reviewed by the Association’s legal counsel prior to execution. (Note: The requirement for legal counsel review may be waived with the mutual consent of the Executive Director and the President if the contract is in a form reviewed by legal counsel previously.)
 - a. Any contract that involves the granting of the rights to use the Association’s name or trademarks;
 - b. Any contract that would restrict the Association’s activities (any contract that grants exclusive rights); or
 - c. Any contract with Strike Ten Entertainment, USBC, State Associations or industry partners.
 4. After review by legal counsel, seek approval from the Board of Directors on all contracts that “endorse” a product or service or provide an exclusive agreement.
- I. Board Relations. The Executive Director will keep the Board informed with accurate information and:
1. Submit monitoring data as stated in Addendum A: BOD Annual Meeting Plan.
 2. Keep the board informed in advance of any and all relevant information that could impact the Association.
 3. Inform the President and Governance Committee Chairperson if, in the Executive Director’s opinion, the Board is not in compliance with its own policies.
 4. Provide the Board with any and all resources needed to make informed decisions.
 5. Provide multiple avenues for official Board, Officer, or committee communications.
 6. Discuss official BPAA business with the Board as a whole except when fulfilling individual requests for information and/or responding to officers or committees.
 7. Provide Board members with a complimentary set of all products offered by the BPAA to the members of the Association when requested.
- J. Committees. The Executive Director and President will establish a network of committees to assist the staff in the development of programs and services for the benefit of the members and will:
1. Fill committee positions from recommendations of Board members, state affiliates and industry leaders.
 2. Make final selections of all committee members.

3. Constructively utilize the committees for the intended purpose as outlined in committee charge.
 4. Take into consideration the recommendations of the committee as presented by the appointed Chairperson.
 5. Communicate with the committee chairperson in a timely manner concerning any committee issues.
 6. Present new committee members and chairpersons at Bowl Expo board meeting (President-elect).
- K. International Bowl Expo. In conjunction with the Director of Meetings and Events, the Executive Director will promote International Bowl Expo as the premier industry event of the bowling industry. The Executive Director will recognize the needs of the stakeholders of the event and provide them with the highest overall level of value possible. The stakeholders of the International Bowl Expo event include BPAA members, vendors, sponsors, state association affiliates, and industry partners.
- L. Marketing. The Executive Director will aggressively support, promote and collaborate with any and all industry partners' marketing efforts that support BPAA's strategic priorities.
- M. Education. In conjunction with the Director of Educational Services, the Executive Director will recognize the knowledge and skill diversity of the membership in delivering high quality education and will:
1. Develop and implement comprehensive educational programs that meet the needs of our diversified membership.
 2. Utilize all industry-wide resources to develop and enhance the educational opportunities for members.
- N. State BPA Associations. The Executive Director will encourage and support state BPA associations and will:
1. Create open and constructive communication with state BPA associations;
 2. Provide programs and services that efficiently and effectively serve the best interests of the members at all levels of membership within the bowling proprietor association network;
 3. Create incentives (financial or otherwise) within programs that encourage state BPA creativity and development while remaining in alignment with the overall BPAA strategic plan; and
 4. Host an annual conference at the International Bowling Campus for all state presidents and state executive directors with the following objectives:
 - a. Consult with state associations regarding programs and services offered to ensure full disclosure and understanding of potential conflicts and/or competitive programs.
 - b. Inform and educate state associations on BPAA programs, events and services.
- O. Smart Buy Program. In conjunction with the Director of Member Benefits, the Executive Director will aggressively pursue methods, programs and companies that provide direct benefits to members. They will:
1. Carefully consider quality and service when evaluating products and services and the significance of the savings;
 2. Operate within written procedures that establish methods of identifying and securing vendors;
 3. Solicit bids from multiple vendors on any proposed product or service;
 4. Consider the total relationship of a vendor and competing vendors with BPAA and the industry before entering into an agreement; and
 5. Conduct an annual review of all partnerships to evaluate effectiveness.

2. GOVERNANCE PROCESS

The purpose of the Board is to be the visionary leaders promoting the mission of the BPAA: to enhance the profitability of all our members.

- A. Governing Style. The Board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Board and Executive Director roles, (5) membership rather than individual decisions, (6) and be proactive rather than reactive.

On any issue, the Board must ensure that all divergent views are considered in making decisions, yet must resolve into a single organizational position.

1. The Board will cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be the initiator of policy. The Board will use the expertise of individual members to enhance the ability of the Board as a body.
 2. The Board will direct and inspire the Association through the establishment of written policies reflecting the Board's values and perspectives about goals to be achieved.
 3. The Board can change its governance process policies as needed.
 4. The Board will only address issues under the domain of the Board.
 5. Continual Board development will include orientation of new Board members in the Board's governance process (at the IBC prior to the fall board meeting) and annual Board discussion of process improvement (spring board meeting).
 6. The Board will monitor and discuss the processes and performance annually. (*See Addendum A: BOD Annual Meeting Plan*)
- B. Agenda Planning. In conjunction with the President, the Executive Director will set each meeting agenda in compliance with the Annual Meeting Plan in Addendum A.
- C. Board Member Responsibilities. The job of the Board is to represent the members of the BPAA.
1. The Board will produce assurance of the Executive Director's performance.
 2. The Board will elect representatives to outside Boards within the industry.
 3. The Board will approve the Association's legal counsel.
- D. Board Member Duties. The BPAA Board of Directors is the body responsible for the organization's highest level of decision-making and legal authority. The governing board is accountable for, and has the authority over, the affairs of the Association. The board is made up of individual board members acting together as a whole capitalizing on strengths of each individual member. As a member of the Board, there are numerous responsibilities and expectations, including but not limited to:
1. Assisting in determining the organization's mission, purpose and strategies. It is a Board member's responsibility to help create and review a statement of mission and purpose that articulates the organization's goals and strategies that will advance the association. BPAA's current mission is to enhance the profitability of our members.
 2. Selecting and supporting the Executive Director. Boards must reach consensus on the Executive Director's responsibilities (including contract) and undertake a careful search to find the most qualified individual for the position. The Board should ensure that the executive director has the moral and professional support he/she needs to further the goals of the organization.
 3. Providing proper financial oversight. Board members must approve the annual budget and ensure that proper financial controls are in place.
 4. Ensuring adequate resources. One of the Board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.

5. Ensuring legal and ethical integrity and maintain accountability. The Board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
6. Assessing Board performance. Board members have a responsibility to periodically and comprehensively evaluate the Board's own performance.
7. Enhancing the Association's public standing within the industry. Board members should clearly articulate the organization's mission, accomplishments, and goals to the industry and garner support from members as well as other industry partners.
8. Determining, monitoring, strengthening, and participating in the organization's programs and services. Board members have the responsibility to determine which programs are consistent with the organization's mission and to monitor their effectiveness. Individual participation in such programs and services is the best way to determine the value being offered by the association.
9. Identifying and sharing trends, issues and news. Board members should discuss and research emerging "best practices," government policies and opportunities to determine prospect of advancement of the bowling industry.
10. Monitoring and adhering to the policies and procedures of the BPAA Board. Board members will adhere to the travel and expense policies and governance policies set forth by the Association. Members are expected to act with integrity and to use ethical conduct as they carry out their duties. Further, a Board member's commitment includes proper use of authority and appropriate group and individual behavior when acting on behalf of BPAA or when attending BPAA meetings and events.
11. Reviewing the Association's bylaws including board structure. The Board should recommend changes to the Governance Committee, which will then research and review change(s). Upon the committee's recommendation, the change(s) will be presented to the members of the association.

E. Officer Duties.

1. President. In addition to the responsibilities and expectations for all board members, the President works in conjunction with the Executive Director to assure direction from the Board is followed. They also have the following additional duties:
 - a. Provide leadership to the Board of Directors;
 - b. Assure the Board adheres to its bylaws;
 - c. Prepare the Board's agenda;
 - d. Appoint all Committee Chairs in conjunction with Executive Director;
 - e. Orient board members and committee chairpersons to the Board;
 - f. Serve as ex-officio member of all committees with the right to vote on all except the Nominating Committee;
 - g. Assure a process to evaluate the effectiveness of board members, using measurable criteria;
 - h. Act as one of the signing officers for checks and other documents, such as contracts;
 - i. Prepare a report for the Annual Membership Meetings and all Board meetings; and
 - j. Chair meetings of the Board as well as Annual Membership Meetings:
 - i. Keeps the Board's discussion on topic by summarizing issues;
 - ii. Directs the Board's activities towards BPAA's mission; and
 - iii. Evaluates the effectiveness of the Board's decision-making process
2. Vice President/President-Elect. In addition to the responsibilities and expectations for all board members, the Vice President / President-Elect has the following additional duties:
 - a. Provide leadership to the Board of Directors;
 - b. Acts in the absence of the President;
 - c. Learns the duties of the President and keeps informed on key issues to prepare for future term as President;
 - d. Works closely as consultant and advisor to President;
 - e. Acts as one of the signing officers for checks and other documents, such as contracts;
 - f. Orients new Vice President; and

- g. Performs other duties as prescribed or assigned by the Board of Directors.
- 3. Secretary. In addition to the responsibilities and expectations for all board members, the Secretary has the following additional duties:
 - a. Provides leadership to the Board of Directors;
 - b. Notifies Board Members of Meetings and members of General Meetings;
 - c. Signs Board minutes and Bylaws to attest to their accuracy;
 - d. Keeps record of Board attendance and determines if there is a quorum at Board meetings;
 - e. Certifies and authenticates the official records of the Association;
 - f. Records accurate minutes of all meetings including all motions and decisions;
 - g. Distributes copies of minutes to Board Members promptly after meetings;
 - h. Keeps records of all Board correspondence;
 - i. Orients the new Secretary; and
 - j. Performs other duties as prescribed or assigned by the Board of Directors
 - k. Develop board self-assessment survey in conjunction with an independent, third-party facilitator.
- 4. Treasurer. In addition to the responsibilities and expectations for all board members, the Treasurer has the following additional duties:
 - a. Provides leadership to the Board of Directors;
 - b. Supervises the custody of the Association's funds and fiscal records;
 - c. Supervises an annual audit and report by a certified public accountant who has been approved by the Board of Directors;
 - d. Submits an audit report at the Annual Meeting and at any other time when requested by the President or the Board of Directors; and
 - e. Performs other duties as prescribed or assigned by the Board of Directors

F. Agenda Planning.

- 1. Specific meeting agendas will comply with the general format below:
 - a. Call to order/Declaration of Quorum
 - b. Approval of the Consent Agenda
 - c. Non-consent Agenda
 - d. Compliance with the BOD Annual Meeting Plan: Schedule of Reports, Updates and Reviews for Board Meetings and Special Annual Events (See Addendum A)
 - e. Old Business, New Business & Announcements
 - f. Executive Sessions
 - g. Adjournment

G. Board Committee Structure. It is understood that certain committees are purely Board-level committees. These committees exist only to help the Board perform its job. However, due to the programmatic nature of this Association, other Board committees may exist as programmatic Board-level committees and as formally established staff committees. These committees must use extra caution to diligently fulfill their duties to each group without crossing the line of distinction between the important roles of each of them.

- 1. The following are the Board-level committees as stated in the BPAA bylaws:
 - a. Audit
 - i. The Audit Committee will review the auditor's engagement letter each year prior to it being signed to ensure that the scope of audit is sufficient to meet the needs of the members.
 - ii. The auditor's management letter will be sent directly from the auditing firm to the officers and the Audit Committee. The Audit Committee Chair will present any recommendations made by the auditors along with their recommendations to the Board.

- iii. A copy of all correspondence from the auditors to the Association will be forwarded to the Audit Committee in a timely manner.
 - b. Awards
 - c. Budget and Finance
 - d. Executive Evaluation
 - e. Governance
 - f. Nominating
 - 2. The President will appoint other task force groups as needed. These groups will report directly to the Board and are intended to aid the Board in the execution of its job. They are not intended to be permanent in nature.
 - 3. Programmatic-oriented board committees, when formed, are meant to help the Board do its job by recommending policies to the Board in their specific area of relevance.
 - 4. Formally established staff committees and affinity groups are formed to aid the staff in their efforts to accomplish the goals set by the Board.
 - 5. Formally established staff committees and affinity groups that may also have a programmatic Board-level purpose include, but are not limited, to the following:
 - Digital Marketing
 - Education
 - FEC
 - FoodCom
 - Government Affairs
 - International Bowl Expo
 - Membership
 - Small Center
 - Smart Buy
- H. Board Committee Principles. Board committees will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Executive Director. Accordingly,
- 1. Board committees are to help the Board do its job, never to direct the staff. Committees will assist the Board by preparing policy alternatives and implications for Board deliberation.
 - 2. Board committees may not speak or act for the Board except when formally given such authority for specific and time limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
- I. Representatives to Outside Boards: Elected or Appointed by the BPAA Board. The BPAA has representatives on the IBC, IBC Youth, BVL, STE and USBC Board of Directors. These representatives are accountable to act consistent with and support of the BPAA's strategic priorities and policies. All individuals selected to represent the BPAA on outside boards will:
- 1. Acknowledge such responsibility by signing the *Board Members' Code of Conduct* as well as *Confidentiality and Conflict of Interest Statement*;
 - 2. Acknowledge receipt and understanding of BPAA's strategic plan, governance policies and bylaws;
 - 3. Be held accountable for the interpretation of criteria for accomplishing board-stated goals and executive limitations as they apply in their particular role on a given board; and
 - 4. Submit timely reports to the BPAA board regarding outside board's activities, meetings and events.

Selection to outside boards' process:

The President will present his/her appointment(s) to the BPAA board, and they will vote on the presented candidate(s). A majority vote will be required for the selection.”

Individuals approved by the BPAA board may be removed by a majority vote and in the event of an individual's voluntary resignation or ineligibility, a new representative will be presented by the President at the next meeting of the BOD.

J. Cost of Governance. The Board will invest in its governance capacity.

1. Board skills, methods, and support will be sufficient to assure governing with excellence.
 - a. New board member orientation and training will occur prior to the fall board meeting.
 - b. Prospective members (such as Young Professionals) will be invited to attend select board meetings.
 - c. Third-party resources may be enlisted to assist with the development of existing board member skills and knowledge.
 - d. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organization performance. This includes but is not limited to a fiscal audit.
 - e. Outreach mechanisms, such as third-party surveys and town hall meetings, will be used regularly to ensure the Board receives member feedback and viewpoints.
2. All new officers are encouraged to attend a qualified public speaking course within six months of being elected. The Association will reimburse reasonable expenses associated with this training.
3. The Association will reimburse reasonable travel expenses in accordance with IRS guidelines, which require receipts for all reimbursed expenses. Travel reimbursement will not exceed the cost of the lowest available airfare regardless of method of travel.
 - a. Airfare. All reservations should be finalized no less than 21 days prior to meeting or event, preferably 30 days in advance.
 - b. Ground Transportation. When available, complimentary hotel airport shuttles should be utilized. Taxis and rental cars should be used when hotel shuttles are not provided. Car rentals should be reserved through BPAA's travel coordinator with corporate partners and gas for rental cars should be purchased outside the airport. *Authorized use* of personal vehicles will be reimbursed at the current IRS rate, which includes wear, tear and gas.
 - c. Meals. When meals are provided at meetings or events, no reimbursement will be allowed for that meal period. When board members are dining together, one board member can submit the receipt for all members in attendance with each board member's name noted on the receipt.
 - d. Spouses. Spouses are invited to the dinner for the board of directors; however board members must RSVP to the BPAA BOD liaison at least 14 days prior to the event.
 - e. Special Event Tickets and Reservations. When reservations are made for board members such as Club Xpo, PBA tournament finals, shows, dinner, etc., board members are expected to cancel reservations at least 14 days prior to the event if they do not plan to be in attendance.
 - f. Bowling Summit and International Bowl Expo. Board members receive complimentary registration for Bowling Summit and International Bowl Expo and are automatically registered for each event. Spouses and guests must be registered as attendees either online, fax or by calling the BPAA.
 - g. Non-reimbursable Expenses. Expenses not covered include bar tabs, in-room mini-bars, in-room movies, newspapers, hairdressers, barbers, toiletries and other personal expenses.
 - h. Officers of the Association
 - i. Airfare to all board meetings (not to exceed \$500 without prior written approval from the Executive Director) including those at Summit and International Bowl Expo.

- ii. Spouse airfare to Summit and the International Bowl Expo (up to \$500).
 - iii. Hotel accommodations for up to five (5) nights or at Executive Director discretion for all board meetings, including those at Summit and International Bowl Expo
 - iv. Meals up to \$75 per day when accompanied by itemized receipts.
 - v. Prior approval for expenses in excess of normal IRS guidelines is required from the Executive Director.
- i. Board Members of the Association
 - i. Airfare to all board meetings (not to exceed \$500 without prior written approval from the Executive Director) including those at Summit and International Bowl Expo.
 - ii. Hotel accommodations for up to two (2) nights for the spring and fall board meetings, and up to three (3) nights' accommodations at Summit and International Bowl Expo; however, at the discretion of the Executive Director and President, the board of directors can discuss and adjust on an annual basis as necessary.
 - iii. Meals up to \$75 per day when accompanied by itemized receipts.
 - iv. Prior approval for expenses in excess of normal IRS guidelines is required from the Executive Director.
 - j. Committee Chairs and Members. Airfare, hotel accommodations and meal reimbursement (when accompanied by itemized receipts) when a special meeting of the committee is called and approved by the Executive Director and President (excludes meetings at Summit and International Bowl Expo).
 - k. Representatives of the BPAA to other Boards. If travel expenses are not reimbursable by third-party organization, BPAA will cover travel expenses as noted above with prior travel approval from the Executive Director and President.
 - l. Regional Directors. Should a BPAA Regional Director be invited to a state meeting within their region (other than their home state), and should the director believe there is sufficient reason to attend, then the director may request prior approval from the BPAA Executive Director and President that their expenses be reimbursed by the BPAA.

3. BOARD/EXECUTIVE DIRECTOR RELATION

The Board's sole official connection to the operations of the Association, its achievements, and conduct will be through the Executive Director. All policies that instruct the Executive Director will be evaluated at a frequency and method chosen by the Board. The Board can evaluate any policy at any time by any method, but will ordinarily depend on the Schedule of Reports, Updates and Reviews for Board Meeting and Special Annual Events listed in Addendum A.

- A. Unity. Only decisions of the Board acting as a body are binding on the Executive Director. Accordingly,
 - 1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.
 - 2. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.
- B. Accountability. The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director. Accordingly,
 - 1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.

2. The Board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.
 3. The Board will view the Executive Director's performance as identical to organizational performance, so that BPAA's accomplishment of Board-stated goals in accordance with Executive Director guidelines will be viewed as successful Executive Director performance.
- C. Delegation. The Executive Director will operate within the parameters of the Association bylaws and policies to achieve board-approved goals. Accordingly:
1. The Board of Directors will approve goals.
 2. The Executive Director is authorized to establish policies, make decisions, take actions, establish practices, and develop activities that support the strategic priorities.
 3. The Board may change its goals and executive guidelines at any board meeting.
- D. Compensation and Benefits. The Board reserves the sole right to negotiate a contract for employment with the Executive Director, which will stipulate the terms of employment, including compensation and benefits. The Board further reserves the right to terminate this contract at its discretion within the terms set forth in the employment contract. Executive Director remuneration will be decided after the Executive Evaluation Committee's report is presented and discussed.
- E. Evaluating Performance. Systematic evaluating of the Executive Director job performance will be based on Executive Evaluation Committee report and adherence to the Executive Director guidelines, policies and accomplishment of board-approved goals and strategic priorities of the Association. Accordingly,
1. Evaluation is simply to determine the degree to which goals are being accomplished.
 2. The Board will acquire data by one or more of three methods:
 - a. By internal report, in which the Executive Director discloses compliance information to the Board.
 - b. By external report, in which an external, independent third party selected by the Board assesses compliance with Board policies and achievement of goals.
 - c. By direct Board inspection, in which a designated member or members of the Board assesses compliance with appropriate criteria.
 3. The Executive Evaluation Committee will oversee the evaluation process of the Executive Director and facilitate the process outlined below. The officer group will be the official reviewers.
 - a. **PRIOR** to Spring Board Meeting
 - No later than March 1: The officer group will create relevant self-review questions for the ED and submit them to the EEC.
 - No later than March 15: The EEC will approve the self-review questions submitted by the officers. The EEC will submit two separate sets of review questions to the officers—one for board members to complete regarding ED's performance and one for the officers to complete. The officers will approve the questions for the board prior to distribution.
 - No later than March 15: The ED will submit proposed upcoming year's goals to the EEC and officers for review. Goals must follow the SMART criteria (Specific, Measurable, Attainable, Relevant and Time-Based). Proposed upcoming year's goals will be included in fall board meeting packet to coincide with the presentation of the budget. President may solicit feedback from the board concerning proposed goals prior to the fall board meeting.
 - No later than April 1: The officers and board members as well as the ED's self-review will be completed via online questionnaires. All review information (ED self-review, officers' and board members' reviews) will be submitted to the President and EEC prior to the board meeting for compilation.

- b. **Annual Review presented in April (*in executive session*)**
 - The results of ED self-review, officers' and Board's review responses will be shared with the board and compensation adjustments will be discussed and determined.
 - The BOD will approve 3-5 key competencies recommended by the EEC.
 - BOD to discuss and approve upcoming year's goals with ED.
- c. **AFTER Spring Board Meeting**
 - The President and EEC Chair will provide ED BOD feedback of their self-review within 30 days of the board meeting.

4. BOARD/STATE ASSOCIATION RELATION

The focus of the bowling proprietors' association network is to achieve positive results for its members at an acceptable cost. A network of associations that meets multiple goals efficiently and effectively on a national, state, and local level best accomplishes this task. The network must have open, two-way communication, alignment and streamlining of goals, and full cooperation in the execution of means.

- A. **Authority.** Only the Board of the BPAA, by majority agreement, has authority over the state associations.
- B. **Annual Summit.** The BPAA will host an annual conference for state executive directors and state presidents at the International Bowling Campus to inform and educate state representatives on the programs, events and services offered by the BPAA.
- C. **Board Meetings.** At each Board meeting of the BPAA, all state representatives will be invited to include a written report to the Board as part of the regular meeting agenda. As part of this report, a state may submit to the Board a request for policy consideration. The BPAA Board is obligated to respond to each request in writing no later than 30 days following the Board meeting.
- D. **Election Process for Regional/State Board of Directors.** The following process to be followed by all state associations in electing a regional (or state) director to serve on the national BPAA Board of Directors. The National BPAA will act as a facilitator and accept applications from interested applicants then relay the information to the relevant states within the region, as well as count the votes.
 1. The top four State Associations in lane bed count, excluding those lanes counted in the 2% rule representation, by March 31 of odd years, will be considered a Region and are eligible to elect a State Director. The top four states will be notified and will have until December 31 of the following year (even year) to submit the name of the state director to serve on the BPAA Board of Directors.
 2. For all other states, they will remain part of their defined regions. For any regional director seat that will be open for the upcoming year, the following procedure will be adhered to:
 - a. First communication sent by October 15 to all members in a region that has a regional director board seat open for the coming term. Communication may be emails and/or faxes to centers and state representatives. A minimum of three communications will be sent. Each communication will inform members that their regional director seat on the BPAA Board of Directors is open and the *Regional Director Application* can be found on the BPAA website or requested from the BPAA Board of Directors' staff liaison.
 - b. Deadline for applications (to be received at National BPAA) is December 31 and the BPAA Nominating Committee will verify eligibility of all applicants.
 - c. In the event more than one applicant from the same state submits an application, that state's president and executive director will be informed no later than February 15 and will need to select one application to move forward no later than March 15. BPAA will send each applicant's credentials and a ballot to all members in the state and facilitate election process.

- d. A candidates' credentials within a region and a ballot will be sent to each member center in that region no later than April 15 and each member center will have at least 15 business days to vote on-line, by fax or by mail-in ballot. All votes must be received by the BPAA May 31.
- e. If there are more than two candidates in any election and there is a tie in the election, the candidate with the lowest vote total will be dropped and a re-vote will take place. If there is a tie between two candidates, a re-vote will occur until a winner is declared.

REVISIONS

Initial Adoption of all governance policies <i>(all previously adopted policies rescinded in their entirety)</i>	January 2002
Re-write and adoption of all governance policies <i>(all previously adopted policies rescinded in their entirety)</i>	January 14, 2015
<u>BOARD/EXECUTIVE DIRECTOR RELATION/E. Executive Evaluation/3.</u>	April 22, 2015
<u>GOVERNANCE PROCESS/G. Board Committee Structure/5 Committees.</u>	June 23, 2015
<u>Addendum A/Bowl Expo Board Meeting/change initial review to update of goals</u>	October 22, 2015
BOARD/EXECUTIVE DIRECTOR RELATION/E. Evaluating Performance/3 d, e and f removed	January 28, 2016
<u>Addendum A: Changed all references of “Executive Director Goals” to “Association Goals”</u>	April 27, 2016
Section 2: Governance Process/I. Representatives to Outside Boards	October 27, 2016
<u>Addendum A: Added appointments, “in person” to reports and “at president’s discretion”</u>	January 26, 2017
GOVERNANCE PROCESS/Section I: Representatives to Outside Boards.....	January 26, 2017
E. FINANCIAL ACTIVITIES (c) re: intra-association account transfers	April 26, 2017
1. Director Guidelines/J. Committees: Smart Buy	April 26, 2017
1. Director Guidelines/J. Committees: Government Affairs	April 26, 2017
Section 2: Governance Process/G. Board Committee Structure— <i>removed affinity groups; updated list</i>	April 19, 2018
Section 2: Governance Process/J. Cost of Governance 1. <i>New board orientation will take place prior to fall board meeting.</i>	April 19, 2018
Section 1: Director Guidelines Section G. Investment Policy (revised per Investment Task Force)	April 24, 2019
Section 4. Board/State Association Relation. <i>Election Process for Regional/State Board of Directors</i>	April 24, 2019
<i>Codification to match bylaws verbiage and current process</i>	
Board Annual Meeting Plan	April 24, 2019
Elimination of Executive Committee	October 14, 2021
Section 3: BOARD/EXECUTIVE DIRECTOR RELATION (3a)— <i>revised Executive Evaluation schedule</i> <i>(including BOD ANNUAL MEETING PLAN addendum)</i>	October 12, 2022
Section 2: Governance Process/C. Board Member Responsibilities	October 18, 2023
Section 2: Governance Process/E. Officers Duties 1. President, 2, Vice President & 3 Secretary	October 18, 2023
Section 2: Governance Process/G. Board Committee Structure 1.a.i, 2 and 5	October 18, 2023
Section 2: Governance Process/I. Representatives to Outside Board.....	October 18, 2023
Section 2: Governance Process/J. Cost of Governance	October 18, 2023
Section 4: Board/State Association Relation/B. Annual Summit and D. Election Process.....	October 18, 2023
Board Annual Meeting Plan	October 18, 2023

BOD ANNUAL MEETING PLAN*:

Schedule of Reports, Updates and Reviews for Board Meetings & Activities

SUMMIT BOARD MEETING

1. Executive Director's Report to include PWBA Update
2. STE Report in person by STE President
3. Quarterly Investment Update (letter from investment company)
4. Smart Buy Program & Member Benefits Report in person by the Director of Member Benefits
5. Youth Development Report in person by IBC Director of Youth Development

MARCH ACTIVITIES

1. Executive Director Review conducted confidentially online—rating and feedback on pre-determined set of criteria
2. Association Goals Online Review—feedback on proposed goals for compilation and discussion at October meeting

SPRING BOARD MEETING

1. Executive Director's Report
2. Executive Evaluation
3. STE Report in person by STE President
4. Membership Report in person by Director of Membership
5. International Bowling Campus Report and Financial Summary
6. International Bowling Museum and Hall of Fame Report in person by IMBHOF Representative
7. USBC Report in person by USBC Representative
8. USBC Board Appointment (if applicable)
9. Strategic Plan Review
10. Quarterly Investment Update (letter from investment company)

BOWL EXPO BOARD MEETING

1. Executive Director's Report
2. STE Report in person by STE President
3. Quarterly Investment Update (letter from investment company)
4. Education Report in person by Director of Education
5. Review and Approval of Board Committee Chairpersons and Members (relevant year only)
6. Presentation and Approval of Association Goals by incoming president and review of goals
7. IBC Board Appointments (if applicable)
8. IBC Youth Board Appointments (if applicable)
9. BVL Board Appointments (if applicable)

PRIOR TO FALL BOARD MEETING—*New Board Member Orientation*

FALL BOARD MEETING

1. Executive Director's Report
2. STE Report in person by STE President
3. Investment Update in person by investment company representative
4. Budget and Finance Report: Presentation of Budget
5. International Bowl Expo in person report by Director of Meetings and Events
6. Governance Policies Review
7. Bylaws Review

*At the discretion of the President

BOARD MEMBERS' CODE OF CONDUCT

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly,

1. Members must represent un-conflicted loyalty to the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on their Boards or staffs. It also supersedes the personal interest of any Board member acting as a member of the Association's services.
2. Members must avoid conflicts of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private businesses personal services between any Board member and the Association except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
 - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
 - d. Members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over the Association except as explicitly set forth in Board policies.
 - a. Members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - b. Members' interactions with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - c. Members will give no consequence or voice to individual judgments of Executive Director or staff performance.
4. Members will maintain confidentiality of all items discussed in executive sessions and items expressly noted as confidential in board meetings unless explicit permission is received from the President and Executive Director to disseminate information. All board members will be required to sign a Confidentiality Statement (*see page 20*).
5. Members will come to meetings prepared and knowledgeable of all materials made available to them by the Executive Director, Association and/or the President.
6. Members will be pro-active in their representation at meetings and will at all times follow established meeting agendas and procedural protocol.
7. Members will be mindful of all social media posts as to the professionalism and appropriateness of such as to not cause integrity issues or harm to the Officer's, Board of Director's, or Association's public image.
8. Members must always respect the process and integrity of the Board's collective authority and policy setting procedures.
9. Members will encourage diversity of opinions among the Board and the membership leading to representation of the whole membership when setting policy.
10. Members will be active in their participation in BPAA programs, including completing and submitting surveys and questionnaires in a timely manner.

11. Board members who are required to give a written report to be included in the Board of Directors pre-meeting packet mailed out approximately two weeks prior to the scheduled meeting, need to deliver the reports to the BPAA office in a timely manner. Board members will be given the report deadline date at least 3 weeks prior to the deadline (at least five weeks prior to the meeting) and those failing to get their reports in on time may, at the President's or Executive Director's discretion, not receive reimbursement for their travel expenses.
12. BPAA Board Members would typically not receive compensation (other than board expenses) for their board services, but may receive compensation for specific staff-type services performed provided that the Board pre-approves the services and compensation, and further provided, that the board member affected doesn't vote on their compensation or related issue.
13. BPAA Officers would typically not receive compensation (other than board expenses and the current presidential and treasurer stipend) for their board services, but may receive compensation for emergency staff-type services for up to six months due to the resignation or death of an appropriate staff member, provided that the Board pre-approves the services and compensation. These services and compensations would be on a temporary basis during the term of the emergency and may be extended beyond the six months by subsequent approval of the Board.
14. BPAA Board Members are volunteers and when working within their role as an agent of the Association, may not receive gifts from vendors, business partners or other persons or entities that have or are seeking a business relationship with the BPAA with a value greater than one hundred dollars without disclosing such gifts to the Officers and Executive Director of the Association.
 - a. Gifts shall include gift certificates, products, services, travel or other perks and prizes.
 - b. Sequential related gifts of lower value are subject to being valued in their entirety.
 - c. Board Members may be requested to decline or turn over to the Association certain gifts at the discretion of the Officers or Executive Director or by consensus of the Board of Directors.
 - d. Board Members should refrain from requesting services or products from the Executive Director or staff members.



**BOARD OF DIRECTORS'
GOVERNANCE POLICIES
ACKNOWLEDGEMENT FORM**

The BPAA Governance Policies include important information about the operations of the Association, and I understand that I should consult with the President of the Association or the Governance Committee Chair regarding any questions concerning my responsibilities as a BPAA Board Member.

Since the information and policies described herein are subject to change, I acknowledge that revisions may occur. All such changes will be communicated through official notices, and I understand that revised information may supersede, modify, or eliminate existing policies. Only the Board of Directors has the ability to adopt any revisions to the governance policies of the BPAA.

By signing this acknowledgement form I hereby attest that I have read and understand these policies and will see to the Board's adherence to these policies and abide by the code of conduct.

NAME (PRINTED) _____

SIGNATURE _____

DATE _____



CONFIDENTIALITY AGREEMENT

The undersigned, (hereinafter called the "RECIPIENT"), as a member of the Bowling Proprietors' Association of America (BPAA) Board of Directors, may receive confidential information, knowledge, and/or data (hereinafter called "INFORMATION") as a member of that Board, RECIPIENT, hereby agrees as follows:

1. The RECIPIENT agrees to keep the INFORMATION in confidence and to use the INFORMATION only for the purpose of discussions and making decisions within the BPAA Board of Directors meetings. RECIPIENT shall not disclose or make available the INFORMATION to any other person, business or association.
2. Any obligation of the RECIPIENT as set forth in the preceding paragraph shall not apply to any information, knowledge, and/or data which:
 - a. Already is known to the receiving party at the time of the disclosure;
 - b. Publicly known without the wrongful act or breach of this agreement by the receiving party;
 - c. Rightfully received by the receiving party from a third party on a non-confidential basis;
 - d. Subsequently and independently developed by employee/employers of the receiving party who had no knowledge of the INFORMATION by written records;
 - e. Approved for release by written authorization of the disclosing party;
 - f. Required to be disclosed by law or judicial action.

_____ [PRINTED NAME]

_____ [SIGNATURE]
_____ [DATE]