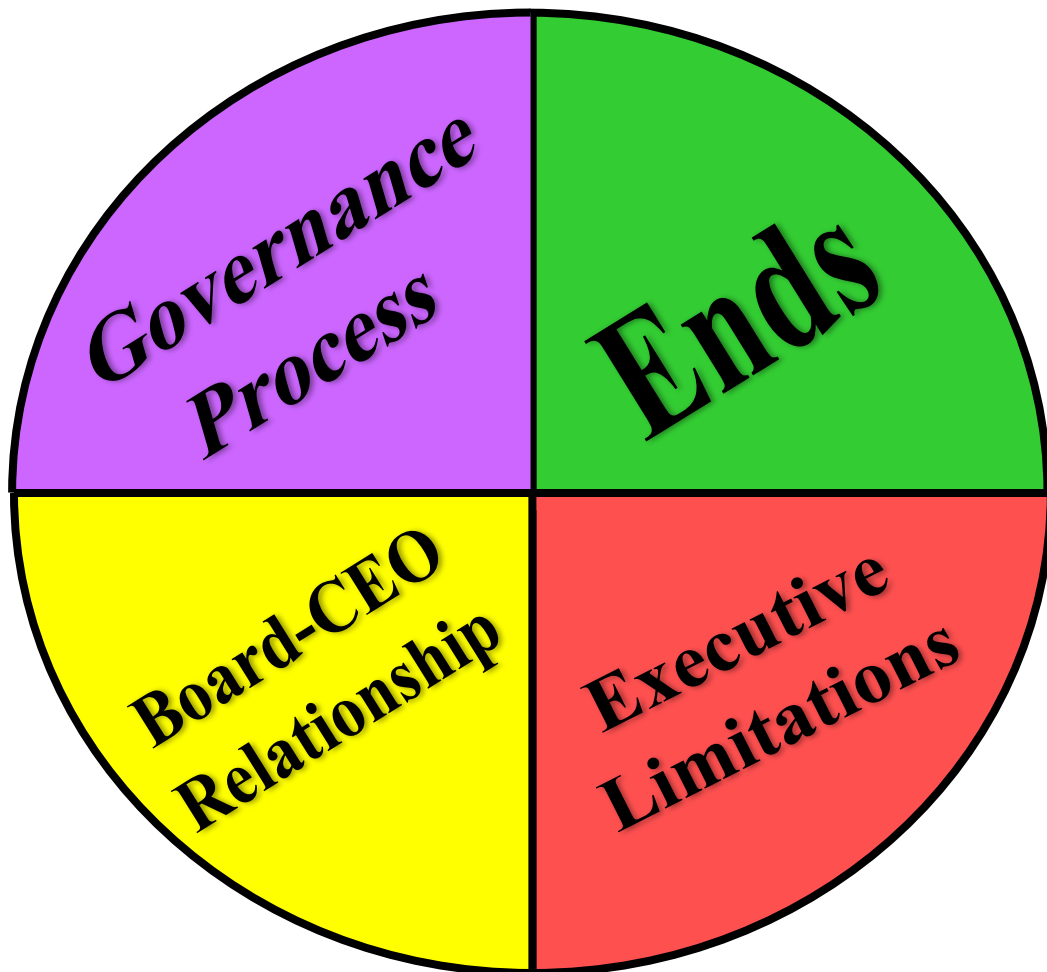


# Board of Directors Policy Manual

Revised August 2020



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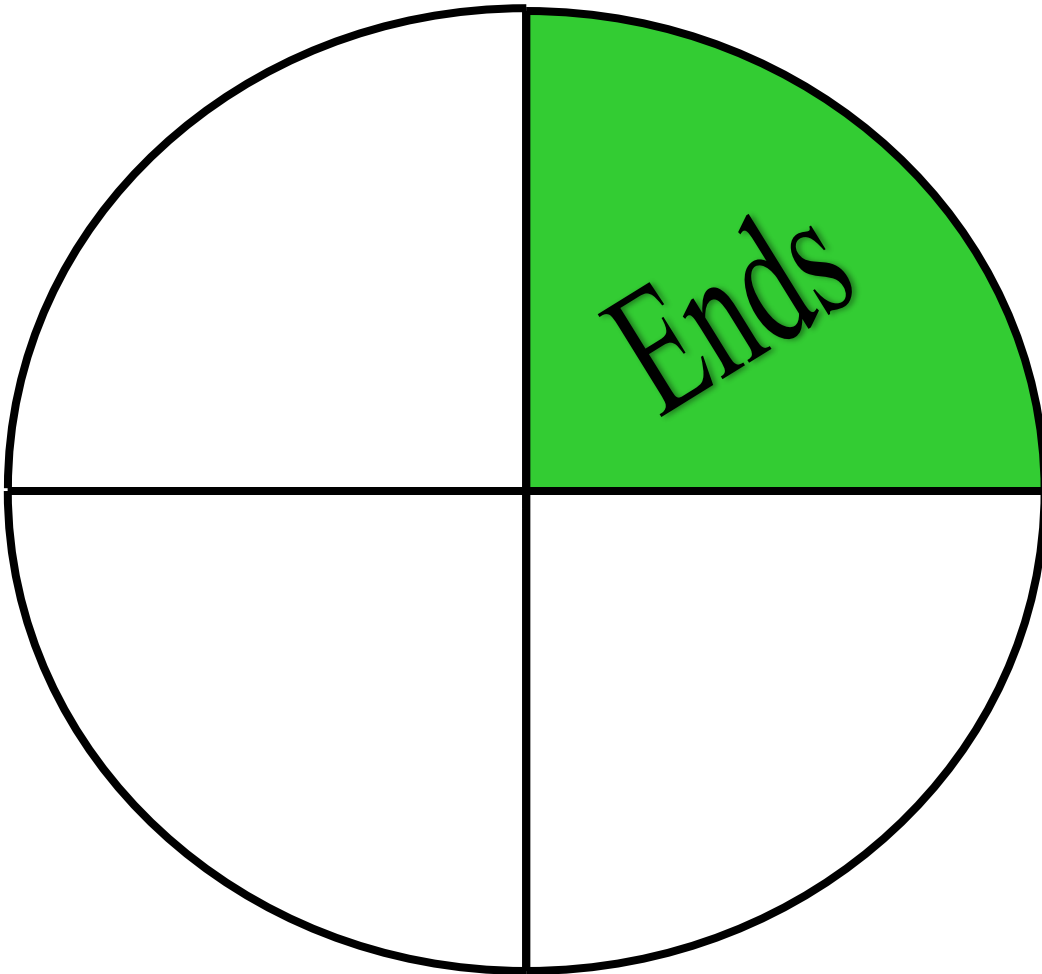
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**BOARD OF DIRECTORS POLICY**

**Policy Name:** Global Ends Statement

**Number:** E-1

**Date Approved:** 10/28/2001

**Policy Type:** Ends

**Date Amended:** 4/28/2003, 4/23/2006, 4/21/2007

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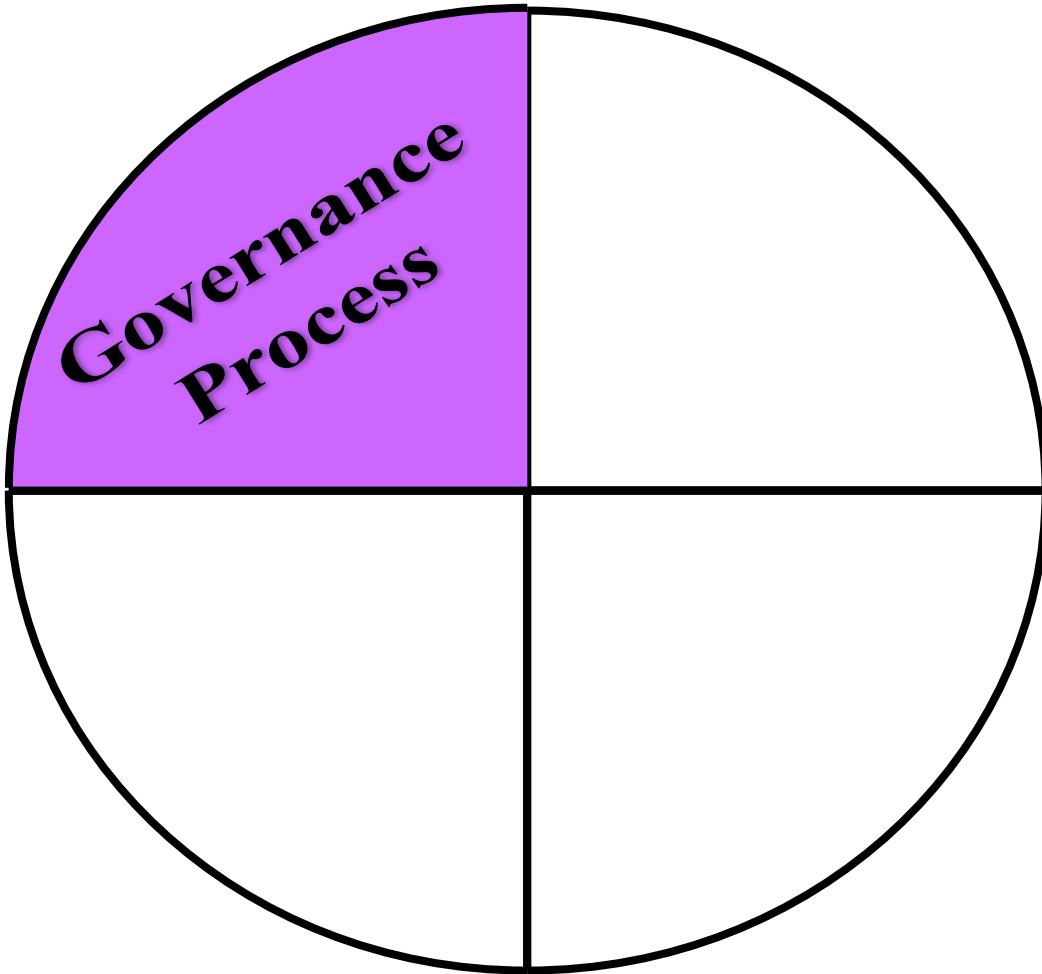
**Mega End Statement**

**Enriching Lives Through the Camp Experience**

This is further interpreted to include, but is not limited to:  
*(listed in no particular order)*

**End Statements**

- V: There will be greater public understanding of and support for the value of the camp experience.
- N: An increasing number of children, youth, and adults of all social, cultural, and economic groups will have a camp experience.
- Q: The camp experience will be of high quality.



**BOARD OF DIRECTORS POLICY**

**Policy Name:** Global Governance Process

**Number:** GP-1

**Date Approved:** 4/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/27/2001

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The purpose of the Board, on behalf of the ownership, is to see to it that ACA determines and accomplishes appropriate results for the appropriate people at an appropriate cost, while avoiding unacceptable situations and conditions.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Governing Style

**Number:** GP-2

**Date Approved:** 4/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/27/2001

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The Board will govern with an emphasis on:

- outward vision rather than internal preoccupation,
- encouragement of diversity in viewpoints,
- strategic leadership more than administrative detail,
- clear distinction of Board and chief executive roles,
- collective rather than individual decisions,
- future rather than past or present, and
- proactivity rather than reactivity.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's principles. The Board will allow no officer, individual, or committee/ task force of the Board to hinder or be an excuse for not fulfilling Board commitments.
2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's principles and perspectives about Ends to be achieved and situations to be avoided. The Board's major policy focus will be on the intended long-term effects outside the Association, not on the administrative or programmatic means of attaining those effects.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
4. The Board will at every meeting monitor the Board's process and performance. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board- President/CEO Relationship-Policies.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Board Job Contributions

**Number:** GP-3

**Date Approved:** 4/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/27/2001, 4/27/2002, 10/19/2002, 10/21/2006, 4/21/2007

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The job of the Board is to determine and demand appropriate organizational performance.

Accordingly, the Board will produce:

1. The link between the organization and the people who are interested or potentially interested in the camp experience. [Refer to Policy GP-12 for further detail].
2. Written governing policies that, at the broadest levels, address each category of organizational decision.
  - 2.1. *Ends*: Organizational effects, benefits, outcomes, recipients, and their relative worth (what benefits, for whom, at what cost).
  - 2.2. *Executive Limitations*: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - 2.3. *Governance Process*: Specification of how the Board conceives, carries out, and monitors its own task.
  - 2.4. *Board-Executive Director Relationship Policies*: How power is delegated, and its proper use monitored; the President/Chief Executive Officer role, authority, and accountability.
3. Assurance of President/Chief Executive Officer performance (against Ends and Executive Limitations policies).
  - 3.1 Complete a formal performance evaluation on the President/Chief Executive Officer.
4. Financial support to the Association's fund development goals, including an annual personal contribution to the association from each Board member, based on personal means.
5. Strategic leadership to the Association's public policy priorities based on all available information.



**BOARD OF DIRECTORS POLICY**

**Policy Name:** Agenda Planning

**Number:** GP-4

**Date Approved:** 4/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/27/2001, 4/27/2002, 10/19/2002, 10/30/2009, 10/18/2017

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To accomplish its stated objectives, the Board will create and follow an Annual Agenda Planning Calendar that schedules continuing review, monitoring and refinement of Ends statements; provides for linkage meetings with the ownership; regularly monitors policies, provides activities to improve Board performance through education, enriched input and deliberation; annually evaluates the President/Chief Executive Officer; and, guides the Association in a strategic manner. Accordingly:

1. The Board's Annual Agenda Planning Calendar will conclude each year on the last day of June.
2. Items may be added to each Board Meeting's agenda in the following ways:
  - 2.1 Request from a board member to the Board Chair at least two weeks before each meeting upon approval of the Executive Committee.
  - 2.2 Request from the President/Chief Executive Officer to the Board Chair at least two weeks before each meeting with the exception of time sensitive matters arising during such two-week period.
  - 2.3 Request from board committees or task forces to the Board Chair at least two weeks before each meeting.
  - 2.4 Request from a board member as a potential item of new business at the designated time at the beginning of a meeting.
    - 2.4.1 The item must be proposed with supporting evidence of the policy or board activity to which it refers.
    - 2.4.2 A majority vote of the board must agree to place this item on the agenda.
3. The Board will use a Consent Agenda and approve the entire Consent Agenda with a single motion.
  - 3.1 When an item is brought to the Board via the Consent Agenda, the Board will not discuss the item prior to approval.
  - 3.2 Prior to calling of the vote on the Consent Agenda, a Board member may request that any item be removed from the Consent Agenda and placed on the regular agenda for discussion.
4. ACA will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings and will not schedule Board or committee/ task force meetings in conflict with major religious observations.
5. The agenda is to be transmitted two weeks before Board meetings, together with recommendations and reports, so that Board members can come to the meetings prepared.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Board Chair's Role

**Number:** GP-5

**Date Approved:** 4/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/27/2001, 4/27/2002, 2/16/2009, 4/29/2011, 10/2015 (title change)

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Per the Bylaws, the Board Chair assures the integrity of the Board of Directors' process, represents the Board of Directors to outside parties, serves as the Chair, and presides over all meetings of the Board of Directors, Executive Committee and the National Council of Leaders. At the Annual Meeting of the National Council of Leaders, the Board Chair or the Board Chair's designee shall report on the activities of the Association.

Accordingly:

1. The job result of the Board Chair is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Association.
  - 1.1. Meeting discussion content will be only those issues that, according to Board policy, clearly belong to the Board to decide, not the President/Chief Executive Officer.
  - 1.2. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the Board Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board - President/CEO Relationship Policies, except where the Board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - 2.1. The Board Chair shall be the chairperson and preside at Board meetings.
  - 2.2. The Board Chair has no authority to subrogate or change policies created by the Board.
  - 2.3. The Board Chair may represent the Board to outside parties, the President/Chief Executive Officer and the public.
  - 2.4. The Board Chair has no authority outside Board policies to supervise or instruct the President/Chief Executive Officer.
3. The Board Chair may delegate this authority only as authorized by the Bylaws and Articles of Incorporation.

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american **CAMP** association™  
**BOARD OF DIRECTORS POLICY**

**Policy Name:** Board Chair-Elect Role **Number:** GP- 6  
**Policy Type:** Governance Process **Date Approved:** 10/11/2019  
**Date Amended:**

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The Board Chair-Elect role exists for the purpose of job shadowing and learning the role of the Board Chair prior to taking office.

Accordingly:

If the Board Chair-Elect is already a member of the Board of Directors, he or she shall assume the office of Board Chair-Elect and vacate the position formerly held on the Board. The vacancy shall then be filled as specified in the ACA By-Laws.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Board Members Code of Conduct

**Number:** GP-8

**Date Approved:** 4/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/27/2001, 10/16/2004, 10/21/2006, 2/16/2009, 4/29/2011, 2/2015, 10/2015, 10/18/2017

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

Accordingly:

1. Board Members must represent unconflicted loyalty to the interests of the Association. This responsibility supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the Association's services.
2. Board Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - 2.1. A Board Member, Officer or member of a committee/ task group with board delegated powers is defined as an "interested person" if the person has, directly or indirectly, through business, investment or family:
    - 2.1.1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement, or
    - 2.1.2. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
    - 2.1.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
  - 2.2. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
  - 2.3. In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committee/ task forces with board delegated powers considering the proposed transaction or arrangement.
  - 2.4. After disclosure of the financial interest, the interested person shall leave the board or committee/ task force meeting while the financial interest is discussed and voted upon. The remaining board or committee/ task force members shall decide if a conflict of interest exists.
  - 2.5. There must be no self-dealing or any conduct of private business or personal services between any Board member and the Association except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.

- 2.6. 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.
- 2.7. 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. No Board member may serve as a compensated staff member of ACA, Inc. or one of its Affiliates.
- 2.8. Board Members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict by signing the *Conflict of Interest Disclosure Form*.
3. Board members may not attempt to exercise individual authority over the Association except as explicitly set forth in Board policies.
  - 3.1. Board Members' interaction with the President/Chief Executive Officer or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
  - 3.2. Board Members will not voice individual judgements of President/Chief Executive Officer or staff performance outside of Board meetings.
4. Board 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.
5. Board Members will respect not disclose or discuss with another person or entity, or to use for their own purpose, confidential or proprietary information concerning the business and affairs of the Association received in their capacity as Directors, unless otherwise authorized by the Board.
6. With respect to attendance, a Board member shall notify the Board Chair in writing, as soon as possible, as to any personal schedule conflict that would preclude his/her full participation in an upcoming Board meeting, if

feasible. Any Director who has had an unexcused absence for two (2) consecutive regular meetings of the Board of Directors during a twelve (12) month period shall be deemed to have resigned from the Board.

Upon a written request for reinstatement submitted prior to the next Board meeting from that resigned Director, the Board may vote to reinstate that resigned Director. Otherwise, that vacancy shall be treated as any other vacancy.

7. To be eligible to serve on the Board of Directors, an individual may not have any of the following in their criminal history:
  - Any felony conviction (and any crime punishable by confinement greater than 1 year);
  - Any lesser crime using force or threat of force against a person;
  - Any lesser crime in which sexual relations is an element, including "victimless" crimes of a sexual nature;
  - Any lesser crime involving controlled substances (not paraphernalia or alcohol);
  - Any lesser crime involving cruelty to animals.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Board Committee/ Task Force Principles

**Number:** GP-9

**Date Approved:** 4/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/27/2001, 4/27/2002, 10/19/2003, 4/21/2007, 11/2007, 2/16/2009, 4/25/2013, 10/2015, 10/18/2017

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Board committee/ task forces, when used, 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 President/Chief Executive Officer.

Accordingly:

1. Per Article II of the Bylaws: The Standing Committees of the Corporation shall be the Executive Committee, Board Development Committee, the Audit and Financial Policies Committee and such other standing committees as the Board of Directors may from time to time create. The Board of Directors shall at all times be entitled to exercise any powers delegated to any Standing Committee by these Bylaws or otherwise. Standing Committees, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law. However, if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be Directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of individuals serving on the committee shall be by a majority of all Directors in office. If the foregoing requirements are not satisfied, then any decision or action of the committee must be approved by the Board of Directors to be considered an action of the Corporation. Board committees/task forces will not have dealings with current staff operations; except:
  - 1.1. As specified in the policy that charges each Board Committee (GP9.1-GP9.9); or
  - 1.2. As specified in an Executive Limitations Policy; or
  - 1.3. When expressly requested by the President/CEO.
2. Board committees/task forces shall not exercise authority over staff.
3. Every effort shall be made to conduct Board committee/ task force business in an open and inclusive manner.
  - 3.1. Committee/ task force business shall be conducted only at officially called meetings of Board committee/ task forces.
  - 3.2. Committee/ task force meetings shall be announced as far in advance as possible.
  - 3.3. Every effort shall be made to contact all committee/ task force members by telephone, mail, or e-mail to inform them of the meeting, and to include them in the deliberations.
  - 3.4. Committee/ task force meetings may be called by the committee/ task force chair or by a resolution of the Board of Directors or Executive Committee and, unless otherwise specified, should follow the provisions for meetings of the Board of Directors. (Section 1.5 – 1.10 of the Bylaws)
4. When a committee or task force is established, the Board shall provide a written charge that identifies the committee/ task force's work product and the specific decision-making authority given.

5. The committee or task force shall develop a list, for Board approval, of competencies desired to serve on the committee/ task force to assist in the selection of future appointments and to be shared with the Board Development Committee.
6. ACA Board committee/ task force meetings will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings.
7. These principles apply to any group that is formed by Board action, whether or not it is called a committee, and whether or not it includes Board members. It does not apply to committee/ task forces formed under the authority of the President/Chief Executive Officer.
8. All committee/ task force members shall abide by the same Code of Conduct as governs the Board. (GP 8)
9. Except as defined in written committee/ task force charge, no committee/ task force has authority to commit the funds or resources of the Association.
10. Unless otherwise specified in the committee/ task force charge, committee/ task force members will be appointed by the Board Chair, subject to confirmation by the Board of Directors.
11. All Board committee/ task forces shall report to the Board at least annually.

## **BOARD OF DIRECTORS POLICY**

**Policy Name:** Executive Committee Charge

**Number:** GP-9.1

**Date Approved:** 4/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/16/2004, 10/23/2005, 4/21/2007, 2/16/2009, 4/25/2013, 10/2015, 10/18/2017, 10/11/2019

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The Bylaws of the organization specify the creation of the Executive Committee.

### **1. Committee Work Product**

- 1.1. Decisions on behalf of the Board, where it is not reasonable to convene a meeting of a quorum of the Board.
- 1.2. Leads the annual performance evaluation of the President/Chief Executive Officer, consistent with the principles set out in Policy BE-5.
- 1.3. Any task specifically assigned by the Board of Directors.
- 1.4. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

### **2. Committee Authority and Limitations**

- 2.1 During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors except where prohibited by law. In addition, the Executive Committee, to the extent specified by the Board of Directors, may exercise the authority of the Board of Directors at any other time, except where prohibited by law.
- 2.2 The committee has no authority to commit the funds of the Association without Board approval.
- 2.3 The committee has no authority to instruct or supervise the President/Chief Executive Officer or any other staff.

### **3. Committee Composition**

Article II, Section 2.3 of the Bylaws describes the composition of the Executive Committee as: “The Executive Committee shall consist of the Board Chair, Board Chair-Elect, Board Vice Chair, Treasurer, and such additional officers as provided by the resolution creating such office. The President/Chief Executive Officer shall serve as a non-voting, ex-officio member of the Executive Committee.”

### **4. Term of Office**

All members of the Executive Committee shall serve for the duration of their Officer term on the Board of Directors.



**BOARD OF DIRECTORS POLICY**

**Policy Name:** Board Development Committee

**Number:** GP-9.2

**Date Approved:** 10/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/16/2004, 5/15/2009, 10/18/2017

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The Bylaws of the organization specify the creation of a Board Development Committee.

**1. Committee Work Product** (per Article II section 2.5 of the Bylaws)

1.1. Develop and cultivate Officer and Director candidates for the Board of Directors.

1.2. Keep record of the terms of all Directors and Officers.

1.3. Prepare a single slate of individual name(s) as candidates for the respective Board positions and present to the Board of Directors for election at the National Conference Board meeting annually.

1.3.1. Conduct an annual assessment of the skills and competencies represented on the Board, prepare a gap analysis that is an inventory of the skills and competencies still needed on the Board, present these findings to the Board, and use these findings to guide the preparation of the slate.

1.3.2. Review talent needs as submitted by Board committees/ task forces for matches with potential Board candidates.

1.4. Ensure that the following occurs annually: board orientation and board member evaluation.

1.5. Develop and cultivate future members of the Board Development Committee.

1.5.1. Prepare a slate of Board Development Committee candidates who have a balance of competencies, backgrounds and constituencies, at least two of whom should be members from the industry, and present to the Board of Directors for appointment to the committee.

1.6. Consult with the Executive Committee at least annually.

**2. Committee Authority and Limitations**

2.1. Authority is granted and limited only as expressed in the Bylaws of the organization, Article II, 2.5 a, b, c.

2.2. The committee has no authority to instruct or supervise the President/ Chief Executive Office or other staff.

2.3. The committee has no authority to commit the funds of the Association without Board approval.

**3. Committee Composition**

3.1. The committee shall consist of a chair plus six individuals appointed by the Board of Directors and shall include the Association's President/CEO.

3.1.1. The chair of the committee shall be elected by the Board of Directors and shall serve as a voting member of the committee, and as an ex-officio member of the Board of Directors.

3.1.2. The President/CEO is a voting, ex-officio member of the committee (per Article 2, 2.5 (a) of the Bylaws).

3.2. Committee members may not be nominated for election as an officer or director during their term on the committee.

#### **4. Term of Office**

4.1 The chair of the committee shall serve only one three-year term.

4.2 The term of the chair shall begin immediately following their appointment.

4.3 Committee members shall serve for a three-year term, reappointment as specified below.

4.4 No committee member may serve more than two consecutive three-year terms. Unless they are serving on the committee by virtue of office.

#### **5. Committee Principles**

1. Every effort shall be made to conduct business in an open and inclusive manner.

1.1. Business shall be conducted only at officially called meetings.

1.2. Meetings shall be announced as far in advance as possible.

1.3. Every effort shall be made to contact all members by telephone, mail, or e-mail to inform them of the meeting, and to include them in the deliberations.

1.4. Meetings may be called by the committee chair or by a resolution of the Board of Directors and, unless otherwise specified, should follow the provisions for meetings of the Board of Directors. (Sections 1.5 -1.10 of the Bylaws)

2. Meetings will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings.

3. Committee will not have dealings with current staff operations; except:

3.1. As specified in the committee charge; or

3.2. As specified in an Executive Limitations Policy; or

3.3. When expressly requested by the President/CEO.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Audit and Financial Policy Committee Charge **Number:** GP-9.3

**Date Approved:** 10/27/2001

**Policy Type:** Governance Process

**Date Amended:** 4/26/2003, 10/2004, 2/2005, 10/21/2006, 11/2007, 4/25/2013, 10/18/2017

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### 1. Committee Work Product

- 1.1. Regarding the audit of the association:
  - 1.1.1. Put the audit out for bid every five years, or at any time at the direction of the Board;
  - 1.1.2. Review all audit company proposals;
  - 1.1.3. Recommend to the Board the engagement of an external auditor and specification of the scope of the audit on an annual basis;
  - 1.1.4. Serve as liaison between the Board of Directors and the external auditor.
- 1.2. Provide options and implications for the Board's decision regarding financial policies and long-term financial strategy including annual operating and capital budgets.
- 1.3. On behalf of the Board, annual review of the parameters outlined in the Executive Limitation on Financial Planning, and presentation to the Board of any suggested revisions, prior to the initiation of the President/Chief Executive Officer's budget planning cycle.
- 1.4. On behalf of the Board, direct inspection of the annual budget to assess compliance with the Executive Limitation on financial planning.
- 1.5. On behalf of the Board, monitoring of the Board's own compliance with its budget at each committee meeting.
- 1.6. On behalf of the Board, review quarterly financial statements and staff reports and performance reports of Association investments.

### 2. Committee Authority and Limitations

- 2.1. The committee has no authority to instruct or supervise the President/Chief Executive Officer or other staff.

### 3. Committee Composition

- 3.1. The committee chair shall be the national Treasurer.
- 3.2. The ACA Board Chair shall serve as ex-officio, voting member of the committee.
- 3.3. There will be at least three and no more than five additional members, appointed by the Board Chair, subject to confirmation by the Board.
- 3.4. At least one of the committee members must possess expertise in fiscal management.

#### **4. Term of Office**

- 4.1. Committee members shall serve for a three-year term. In the event of the resignation of a committee member or vacancy for another reason, another member may be appointed to complete the term, subject to confirmation by the Executive Committee as described above Board.
- 4.2. No committee member may serve more than two consecutive three-year terms, unless they are serving on the committee by virtue of office.

#### **5. Committee Principles**

1. Every effort shall be made to conduct business in an open and inclusive manner.
  - 1.1. Business shall be conducted only at officially called meetings.
  - 1.2. Meetings shall be announced as far in advance as possible.
  - 1.3. Every effort shall be made to contact all members by telephone, mail, or e-mail to inform them of the meeting, and to include them in the deliberations.
  - 1.4. Meetings may be called by the committee chair or by a resolution of the Board of Directors and, unless otherwise specified, should follow the provisions for meetings of the Board of Directors. (Sections 1.5 -1.10 of the Bylaws)
2. Committee meetings will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings.
4. Committee will not have dealings with current staff operations; except:
  - 4.1. As specified in the committee charge; or
  - 4.2. As specified in an Executive Limitations Policy; or
  - 4.3. When expressly requested by the President/CEO.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Government Affairs Committee Charge

**Number:** GP-9.5

**Date Approved:** 10/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/18/2017

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### 1. Committee Work Product

- 1.1. Provide options and implications for the Board's decision regarding forthcoming public policy positions, in order to appropriately "position" the ACA.
- 1.2. Watch for emerging legislative and regulatory issues and report at least annually to the Board.
- 1.3. Ensure and support a system of advocacy efforts, both to accomplish desired policy goals for the Association, or to react to emerging legislative or regulatory threats to camping, our public, and our community of camps, staff, directors, parents and others.
- 1.4 The committee shall develop a list, for Board approval, of competencies desired to serve on the committee to assist in the selection of future appointments to the committee, to be shared with the Board Development Committee.

### 2. Committee Authority and Limitations

- 2.1. The Committee has no authority to commit the funds of the Association without Board approval.
- 2.2 The Committee has no authority to instruct or supervise the President/Chief Executive Officer or any other staff.

### 3. Committee Composition

At least seven members, including a Chair, appointed by the Board Chair, subject to confirmation by the Board.

### 4. Term of Office

Committee members shall serve for a three-year term and are eligible for renewed terms.

### 5. Committee Principles

1. Committee will not have dealings with current staff operations; except:
  - 1.1. As specified in the committee charge; or
  - 1.2. As specified in an Executive Limitations Policy; or
  - 1.3. When expressly requested by the President/CEO.
2. Every effort shall be made to conduct committee business in an open and inclusive manner.
  - 2.1. Committee business shall be conducted only at officially called meetings of Board committees.
  - 2.2. Committee meetings shall be announced as far in advance as possible.
  - 2.3. Every effort shall be made to contact all committee members by telephone, mail, or e-mail to inform them of the meeting, and to include them in the deliberations.
  - 2.4. Committee meetings may be called by the committee chair or by a resolution of the Board of Directors and, unless otherwise specified, should follow the provisions for meetings of the Board of Directors. (Sections 1.5 -1.10 of the Bylaws)
3. Committee meetings will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings.
4. Committee shall report to the Board at least annually.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Policies and Organizational Systems  
Committee Charge

**Number:** GP-9.7

**Date Approved:** 10/23/2005

**Policy Type:** Governance Process

**Date Amended:** 10/18/2017

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**1. Committee Work Product**

- 1.1 Make recommendations to the Board concerning changes to current Board policies.
- 1.2 Make recommendations to the Board concerning the development of new Board policies – especially policies that would improve the Board’s effectiveness.
- 1.3 Make recommendations to the Board concerning the development of new Executive Limitations policies that would improve organizational systems.
- 1.4 Lead the monitoring of the governance process. (GP 11 5.2)
- 1.5 Provide policy training resources to the Board Development Committee for new board orientation as well as ongoing opportunity for continued training and education to enhance governance capabilities.
- 1.6 The committee shall develop a list, for Board approval, of competencies desired to serve on the committee to assist in the selection of future appointments to the committee, to be shared with the Board Development Committee.

**2. Committee Authority and Limitations**

- 2.1 The committee has no authority to commit the funds of the Association without Board approval.
- 2.2 The committee has no authority to instruct or supervise the President/Chief Executive Officer or any other staff.

**3. Committee Composition**

The committee shall be made up of no more than five members – at least two but no more than three of which must be current members of the ACA Board of Directors.

**4. Term of Office**

Committee members shall serve a three-year term eligible for renewal.

**5. Committee Principles**

1. Committees will not have dealings with current staff operations; except:
  - 1.1. As specified in the Board Committee/Task Force charge; or
  - 1.2. As specified in an Executive Limitations Policy; or
  - 1.3. When expressly requested by the President/CEO
2. Every effort shall be made to conduct committee business in an open and inclusive manner.
  - 2.1. Committee business shall be conducted only at officially called meetings of the committee.
  - 2.2. Committee meetings shall be announced as far in advance as possible.
  - 2.3. Every effort shall be made to contact all committee members by telephone, mail, or e-mail to inform them of the meeting, and to include them in the deliberations.
  - 2.4. Committee meetings may be called by the committee chair or by a resolution of the Board of Directors and, unless otherwise specified, should follow the provisions for meetings of the Board of Directors. (Sections 1.5 -1.10 of the Bylaws.

3. Committee meetings will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings.
4. Committee shall report to the Board at least annually.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Funds Development Committee Charge

**Number:** GP-9.8

**Date Approved:** 10/18/2017

**Policy Type:** Governance Process

**Date Amended:** 10/11/2019

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**1. Committee Work Product:** The Funds Development Committee shall assist the Board of Directors (“Board”) in carrying out the Board’s responsibility with respect to ensuring the financial resources necessary to support ACA. This committee will work to increase ACA’s financial strength through preserving current fund development efforts while developing fundraising programs and efforts that will support the organization’s structure and priorities.

Duties and responsibilities include:

- 1.1 Provide resources and funds development initiatives in conjunction with appropriate ACA staff. Such initiatives may include:
  - a. Annual Fund
  - b. Impact Giving including advocacy and special programs.
  - c. Efforts supporting strategic planning
  - d. Other developmental efforts as they evolve
- 1.2 Reports committee activities to the Board on a regular basis but not less frequently than annually.
- 1.3 Reviews this committee charge from time to time and recommends any proposed changes to the Board for its approval.

### **2. Committee Authority and Limitations**

- 2.1 The committee has no authority to commit the funds of the Association without Board approval.
- 2.2 The committee has no authority to instruct or supervise the President/CEO or any other staff.

### **3. Committee Composition**

- 3.1 The committee shall be made up of 6-8 members—more than half of which must be current members of the ACA Board of Directors. The Committee Chair shall be appointed by the Board Chair, subject to the confirmation of the Board of Directors.
- 3.2 The Board Chair and President/CEO (or his designee) shall be ex-officio members of the Funds Development Committee.

**4. Term of Office:** Committee members shall serve a three-year term eligible for renewal.

### **5. Committee Principles**

Committee will not have dealings with current staff operations; except:

- 5.1 As specified in the Committee charge; or
- 5.2 As specified in an Executive Limitations Policy; or
- 5.3 When expressly requested by the President/CEO.



6. Every effort shall be made to conduct committee business in an open and inclusive manner.
  - 6.1 Committee business shall be conducted only at officially called meetings.
  - 6.2 Meetings shall be announced as far in advance as possible.
  - 6.3 Every effort shall be made to contact all members by telephone, mail, or e-mail to inform them of the meeting, and to include them in the deliberations.
  - 6.4 Meetings may be called by the committee chair or by a resolution of the Board of Directors and, unless otherwise specified, should follow the provisions for meetings of the Board of Directors. (Sections 1.5 -1.10 of the Bylaws)
  
7. Meetings will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Strategic Planning Committee  
Committee Charge

**Number:** GP-9.9

**Date Approved:** 4/27/2018

**Policy Type:** Governance Process

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### 5. Committee Work Product

- 1.7 Facilitate regular strategic discussions with the Board of Directors to ensure that the Committee has a current understanding of the Board's strategic priorities and concerns.
- 1.8 Make recommendations to the Board of Directors related to the Association's mission, vision and strategic initiatives.
- 1.9 Working in partnership with the CEO to identify critical strategic issues facing the Association. Assisting in analysis of alternative strategic options.
- 1.10 Works with CEO to ensure an effective strategic planning process, including development of a three-five-year strategic plan with measurable goals and time targets.
- 1.11 Collaborate with the CEO to develop a dashboard of key indicators and success benchmarks. Monitor ACA's performance against measurable targets.

### 6. Committee Authority and Limitations

- 2.1 The committee has no authority to commit the funds of the Association without Board approval.
- 2.2 The committee has no authority to instruct or supervise the President/Chief Executive Officer or any other staff.

### 7. Committee Composition

- 3.1 The committee shall be made up of at least 5 members – more than half of which must be current members of the ACA Board of Directors. The Committee Chair shall be appointed by the Board Chair, subject to confirmation of the Board of Directors.
- 3.2 The ACA CEO and Board Chair shall be ex-officio members of the Strategic Planning Committee.

### 8. Term of Office

Committee members shall serve a three-year term eligible for renewal.

### 5. Committee Principles

5. Committees will not have dealings with current staff operations; except:
  - 5.1. As specified in the Board Committee/Task Force charge; or
  - 5.2. As specified in an Executive Limitations Policy; or
  - 5.3. When expressly requested by the President/CEO
6. Every effort shall be made to conduct committee business in an open and inclusive manner.
  - 6.1. Committee meetings shall be announced as far in advance as possible.
  - 6.2. Every effort shall be made to contact all committee members by telephone, mail, or e-mail to inform them of the meeting, and to include them in the deliberations.
  - 6.3. Committee meetings may be called by the committee chair or by a resolution of the Board of Directors and, unless otherwise specified, should follow the provisions for meetings of the Board of Directors. (Sections 1.5 -1.10 of the Bylaws.

7. Committee meetings will be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings.
8. Committee shall report to the Board regularly, but at least annually.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Board Expenses

**Number:** GP-10

**Date Approved:** 4/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/27/2001, 10/19/2002, 10/16/2004,  
4/2006, 4/2012

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Board member's expenses for carrying out responsibilities will be funded.

1. Persons whose expenses for attendance at Board or Executive Committee meetings are paid by ACA must attend the entire meeting (except for special situations cleared in advance with the Board Chair or President/CEO) or forfeit the travel expense reimbursement.
2. Travel expenses will be reimbursed according to the following guidelines:
  - 2.1. Ground transportation – actual cost
  - 2.2. Parking – actual cost
  - 2.3. Meals – customary and reasonable for the locality of the meeting (approximate maximum \$70.00 per day)
  - 2.4. Mileage - at the rate set by the IRS
  - 2.5. Airfare – actual cost of the coach class ticket.
  - 2.6. Accommodation –ACA provides for single occupancy for Board travel. Hotel bills will usually be charged to the ACA master account.
  - 2.7. Reimbursement requests should be submitted by the end of the month following the month in which the expense was incurred.
3. Other reimbursable expenses incurred for the benefit of the association will be reimbursed upon submission of documentation.
4. The Board Chair will also have a miscellaneous expense budget to be used for other travel and expense for the benefit of the association.
5. If a board member wishes to donate in kind gifts to the Association, documentation should still be submitted in order to properly track those gifts.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Investment in Governance

**Number:** GP-11

**Date Approved:** 10/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/19/2002, 4/26/2003, 10/19/2003, 4/23/2006

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Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

1. Candidates for Board membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications and the Board's expectations of Board members.
2. The Board recognizes that continual updating of skills and awareness of new issues are vital to a member's contribution to the Board. Therefore, it is expected that:
  - 2.1. New Board members shall receive a timely and complete orientation to ensure familiarity with camp experience issues, the Association's structure, and the Board's process of governance.
  - 2.2. Board members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.
3. Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes but is not limited to fiscal audit.
4. The Board will establish and be accountable for an annual budget for its own governance functions, which shall include, in addition to the costs of Board and Board committee/ task force meetings, funds for:
  - 4.1. Board member attendance at conferences and conventions.
  - 4.2. Improvement of its governance function.
  - 4.3. Costs of fiscal audit and any other outside monitoring assistance required.
  - 4.4. Costs of methods such as focus groups and surveys to ensure the Board's ability to listen to owner viewpoints and values.
5. The Board will establish governance process policies and a governance action plan that will serve as measurable standards against which the Board's performance can be evaluated.
  - 5.1. Under the leadership of the Board Chair, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will include in its governance action plan specific goals and objectives for improvement of identified areas.
  - 5.2. The Board will monitor its adherence to its own Governance Process policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will both review the policies, and monitor its own adherence to them, according to the following schedule:

<u>Policy</u>	<u>Review Policy &amp; Monitor Compliance</u>
GP-1 Global Governance Process	Annual, Spring
GP-2 Governing Style	Every meeting
GP-3 Board Job Contributions	Annual, Spring
GP-4 Agenda Planning	Annual, Spring
GP-5 Board Chair's Role	Annual, Spring
<i>(There is no GP-6).</i>	
<i>(There is no GP-7).</i>	
GP-8 Board Members Code of Conduct	Annual, Spring
GP-9 Board Committee Principles/Task Groups	Annual, Fall
GP-10 Board Expenses	Annual, Fall
GP-11 Investment in Governance	Annual, Fall
GP-12 Board Linkage with Ownership	Annual, Fall
GP-13 Removal of Membership Privileges	Annual, Fall
GP-14 National Council of Leaders Authority	Annual, Fall
GP-15 Authority of Commissions	Annual, Spring
GP-16 Valuing Diversity	Annual, Fall
GP-17 Board Eligibility	Annual, Spring

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Board Linkage with Ownership

**Number:** GP-12

**Date Approved:** 10/27/2001

**Policy Type:** Governance Process

**Date Amended:** 10/21/2006, 2/16/2009, 4/29/2011

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The “moral owners” of the American Camp Association are defined as people who are interested or potentially interested in human development through the camp experience.

The Board shall be accountable to all owners and shall act on behalf of the owners as a whole.

1. When making governance decisions, Board members shall maintain a distinction between their personal interests and their obligation to speak for others as a representative of the “owners” as a whole. As representatives of the owners, Board members are obligated to identify and know what the owners want and need.
2. The Board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with the broad base of moral ownership, and acknowledge diversity. It shall recognize that diversity assures a broad base of wisdom and shall seek to make decisions considering that input.
3. Collection of input from the ownership may be accomplished through a variety of methods.
4. On a regular basis, the Board shall provide an easily accessible summary of its work to the ownership.

ACA members are a specifically identifiable sub-set of that ownership. The National Council of Leaders is a further sub-set of that ownership.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Removal of Membership Privileges

**Number:** GP-13

**Date Approved:** 10/19/2002

**Policy Type:** Governance Process

**Date Amended:** 4/26/2003, 11/2007, 4/25/2013, 10/18/2017

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The Board of Directors reserves the right to refuse or revoke association membership of any person or organization.

The Board has delegated the right to grant or remove the accreditation of any camp to the National Standards Commission (See GP-15).



## BOARD OF DIRECTORS POLICY

**Policy Name:** National Council of Leaders Authority

**Number:** GP-14

**Date Approved:** 10/19/2002

**Policy Type:** Governance Process

**Date Amended:** 11/20/2008, 4/25/2013, 10/18/2017, 10/11/2019

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Per Article III 3.1b of the Bylaws of the Association, the National Council of Leaders (NCOL) serves as an advisory board of the Board of Directors. In addition, after an affirmative vote by the Board of Directors, the Board of Directors shall submit to the NCOL those issues that require membership approval under the Indiana Nonprofit Act of 1991, as amended, including without limitation, any changes to the NCOL membership structure.

Accordingly,

The Board of Directors approves the operating code of the NCOL but delegates responsibility for establishing operating procedures for the National Council of Leaders meetings to the President/Chief Executive Officer.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Authority of Commissions

**Number:** GP-15

**Date Approved:** 10/19/2002

**Policy Type:** Governance Process

**Date Amended:** 10/19/2017

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The National Standards Commission exists to develop, monitor, and implement programs of the Association. Good business practice suggests such commissions require independence from the political process to maintain objectivity in decision-making and to avoid conflicts of interest.

Accordingly,

1. The Board of Directors grants sole authority to the National Standards Commission to make final decisions concerning the accreditation status of camps and the certification status of volunteers in ACA's accreditation program.
2. The Commission shall report directly to the President/Chief Executive Officer and shall operate in compliance with approved Operating Codes.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Valuing Diversity

**Number:** GP-16

**Date Approved:** 10/2002

**Policy Type:** Governance Process

**Date Amended:** 5/1/2005, 4/25/2013

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The American Camp Association Board of Directors values diversity and inclusion.

In commitment to this, the Board of Directors will:

1. Intentionally demonstrate engaged leadership.
2. Implement diversity and inclusive practices as guiding principles of the Board actions and deliberations.
3. Proactively seek people of diverse populations to be members of the Board and to serve in other leadership roles;
4. Be supportive of strategies that proactively facilitate the transformation toward broader diversity and inclusion, and;
5. Model this through our actions and decision-making.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Board Eligibility

**Number:** GP-17

**Date Approved:** 10/19/2003

**Policy Type:** Governance Process

**Date Amended:** 4/29/2011

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The American Camp Association Board of Directors is defined in the Bylaws of the Association.

Furthermore,

No paid ACA staff (either of ACA, Inc. or one of its Affiliates) may serve as a member of the Board of Directors, except for the ACA, Inc. President/Chief Executive Officer who serves in a non-voting, *ex-officio* capacity.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Association Diversity, Equity and Inclusion Statement      **Number:** GP-18

**Date Approved:** 04/26/2019

**Policy Type:** Governance Process

**Date Amended:**

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The American Camp Association Board of Directors adopted the Association Diversity, Equity and Inclusion Statement on April 26, 2019.

The statement reads as follows:

“At the American Camp Association, we believe diversity, equity, and inclusion are at the heart of a thriving camp experience. We empower positive change in the world when youth and adults of all backgrounds, beliefs, identities, and abilities are valued and actively engaged in camp and camp leadership. Together, we endeavor to create an expansive and inclusive camp community that is open and promotes equity across a diversity of ideas, experiences, perspectives, and voices.”

## BOARD OF DIRECTORS POLICY

**Policy Name:** Gift Acceptance Policies

**Number:** GP-19

**Date Approved:** 8/13/2020

**Policy Type:** Governance Process

**Date Amended:**

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### Gift Acceptance Policies

The American Camp Association (ACA) encourages donors to make both outright and deferred gifts. All gift programs, solicitation plans, and activities shall be subject to the oversight of the Board and Funds Development Committee.

For purposes of operational approval of exceptions or permissions outlined in this policy, the Board authorizes a joint Staff and Volunteer subcommittee comprised of at least the ACA Board Chair, ACA Funds Development Committee Chair, the ACA President/CEO, and ACA Chief Financial Officer (hereinafter the "Gift Acceptance Committee") to review and approve exceptions and permissions outlined in this policy or present such to the full Board, as appropriate.

Currently, the ACA will not pursue gifts of charitable gift annuities (immediate and deferred), charitable remainder trusts, charitable lead trusts, or pooled income funds; however, ACA will welcome inquiries and conversations with prospective donors and financial advisors. Authorization for accepting such gifts lies with the Gift Acceptance Committee on behalf of the ACA Board of Directors.

The terms "gift," "contribution," and "donation" are considered equivalent terms for purposes of this policy. By law and ACA policy, a charitable contribution from an individual, foundation, or corporation is a donation or gift to, and for the use of, a qualified organization (ACA) that is voluntary and made without getting, or expecting to get, any exchange of value.

#### **PURPOSE**

1. To ensure that tax-deductible gifts are received in a manner consistent with the Internal Revenue Code and do not jeopardize the ACA's tax-exempt status.
2. To minimize the ACA incurrence of potential liabilities.
3. To limit the acceptance of gifts that are difficult to administer and inconsistent with the ACA investment policy, which is designed to ensure funds for operations for current and future years.

#### **POLICIES**

1. The policy of the ACA is to inform, serve, guide, or otherwise assist donors who wish to support ACA activities, but never under any circumstances to pressure or unduly persuade prospective or current donors.
2. No gift will be accepted, or program promoted that violates the policies, by-laws, or charter of the ACA
3. Persons acting on behalf of the ACA will encourage donors to discuss any major gift with independent legal, financial, and/or tax advisors of the donor's choice, and shall especially recommend that the donor seek such counsel when the gift is irrevocable. This policy is designed to ensure that the donor receives a full and accurate explanation of all aspects of the proposed charitable gift and its appropriateness to the donor's objectives and circumstances.

4. The ACA should seek to properly recognize contributions of its donors. Gifts of \$50 or greater will be acknowledged in compliance with the gift criteria in this policy. ACA staff will establish a standard operating procedure for acknowledgement of gifts and a donor stewardship plan under the guidance of the President/CEO.
5. The ACA should remain open and accessible to its donors; communicating its activities, use of funds, policies, and procedures.
6. The ACA will maintain integrity with its donors, avoiding actual or apparent conflicts of interest or any conduct that would tend to bring discredit to the Association.
7. Requests by donors for anonymity will be honored as much as is reasonably possible. Permission to publicly recognize a donor and his/her gift will be assumed unless otherwise requested.
8. The ACA will not sell, rent, or otherwise authorize the use of its donor list and records to any individual, corporation, or organization without approval of the Board of Directors Executive Committee.
9. The ACA will take active measures to discontinue contacting any person who requests a “discontinuation of solicitation” upon their written request.
10. Following guidelines approved by the Gift Acceptance Committee, persons designated by the ACA President/CEO are authorized to negotiate gift agreements and arrangements with prospective donors.
11. All gift agreements requiring legal execution by the ACA shall first be reviewed and approved as to form by ACA’s legal counsel. However, legal counsel need not review each agreement provided it is based on a prototype agreement that has been reviewed and approved.
12. Outright gifts of cash, publicly traded securities, and life insurance do not require approval by the Board with certain exceptions identified below:

The following gifts must be reviewed and approved by the Gift Acceptance Committee. Before acceptance, relevant information about the gift shall be ascertained, including title verification and “sole right to give,” as well as a copy of any appraisal secured by the donor. The ACA also reserves the right to secure its own appraisal.

- a. Outright gifts of real estate closely held stock, tangible personal property, partnership interests, and other property interests, real and personal, not readily negotiable.
  - b. Charitable remainder trusts (not currently accepted).
  - c. Charitable lead trusts (not currently accepted).
  - d. Charitable gift annuities—immediate and deferred (not currently accepted).
  - e. Retained life estate in property improved or unimproved.
  - f. Bargain sales and arrangements other than charitable remainder trusts where the donor receives an income or other payment from the ACA.
13. ACA will accept unrestricted gifts and gifts for specific programs and purposes, provided such gifts are not inconsistent with ACA’s mission, purpose, and priorities. ACA will not accept gifts that are too restrictive in purpose. Gifts that are too restrictive are those that violate the terms of the ACA charter, gifts that are too difficult to administer, or gifts that are for purposes outside the mission of the ACA. Such determinations in the first instance shall be made by ACA staff, with oversight from the Gift Acceptance Committee.
  14. All restricted gift agreements between ACA and the donor will include provisions for an alternate use if the restricted purpose cannot be achieved. (Examples: If the restricted purpose of the gift can no longer be served, the donor agrees to let ACA use the gift for a similar purpose. If ACA no longer exists, the restricted gift will be given to a similar institution for use like the donor’s original intention.)

15. All decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Gift Acceptance Committee.
16. The ACA or its representatives shall not engage in offering legal or tax advice to donors or gift prospects. Information on giving arrangements shall be supplied, and donors and prospects shall be encouraged to contact their personal professional advisors.
17. These policies and guidelines shall be reviewed by the ACA President/CEO at least every three years. The ACA Board of Directors must approve, in writing, any changes to this policy.
18. The ACA will operate in accordance with the “Donor Bill of Rights” written by the Association of Fundraising Professionals and adopted in 1993. (See Appendix A)

## **ACCEPTING GIFTS**

### **1. Outright Gifts**

An outright gift refers to a contribution of cash or property (with title verification) in which the donor retains no interest, and which can be used currently by the ACA. Securing outright gifts is the ACA’s highest priority, and donors who can make an outright gift will be encouraged to do so.

The ACA will accept an outright gift of any amount, though gifts to establish a named endowment fund must meet the minimum of \$100,000 or other amounts as approved by the Gift Acceptance Committee.

Outright gifts of real estate closely held stock, tangible personal property, partnership interests, and other property interests, real and personal, not readily marketable must be reviewed and approved by the Gift Acceptance Committee.

No gift may be received that is subject to any conditions or prearrangements, unless full disclosure has been made to the Gift Acceptance Committee in accordance with policies in the manual.

The donor will create a written gift instrument of all tangible property such as an assignment of title or deed of gift.

### **2. Pledges**

Pledges generally are to be completed within five years. With the approval of the Gift Acceptance Committee, however, gifts over \$5 million may extend over a 10-year pledge period.

Oral pledges will not be recognized or recorded until either a payment, signed pledge card, or a pledge letter is received by the ACA.

### **3. Life Insurance**

There are various methods by which a life insurance policy may be contributed to the ACA. Each method requires a thorough evaluation of the policy, insurance company, and benefit to the ACA. A donor may:

- a. Assign irrevocably a paid-up policy to the ACA.
- b. Assign irrevocably a life insurance policy on which premiums remain to be paid if the ACA is owner and beneficiary.
- c. Name the ACA as a primary or successor beneficiary of the proceeds.
- d. Establish a new life insurance policy with the ACA as the applicant, owner, and beneficiary.



Under extraordinary circumstances the ACA may choose to provide for a payment of premium or premiums for the insurance policy with Gift Acceptance Committee approval.

The ACA will accept any gift of a life insurance policy if it is under no prearranged obligation to expend its assets to maintain the policy. No portion of the proceeds may be paid to anyone or any organization not qualified as a tax-exempt entity under IRS Code Section 501(c)(3). The ACA has the unrestricted right to fully exercise its powers as the owner, including the power to surrender, select payment options, designate beneficiaries, and withdraw or borrow cash values.

In the event a policy is contributed or acquired on which premiums are or remain to be paid, the donor must pledge to continue paying premiums or the ACA must have the right to surrender the policy for cash value.

The ACA will not participate in split dollar or reverse split dollar plans, or other partial interest programs. Any charitable insurance program, such as those promoted by the life insurance industry or individual insurance agent(s), shall be entered into only after a thorough explanation has been provided to the Gift Acceptance Committee and the Gift Acceptance Committee has approved the program.

#### 4. Retained Life Estate

An individual may transfer to the ACA title to a personal residence, camp, or other improved or unimproved property, and the donor or another person retains use of the property for a term of years or the life of the donor and/or another person.

The donor shall continue to be responsible for all costs and expenses associated with ownership and maintenance of the property (such as taxes, insurance, and utilities) after transferring title to the property unless the ACA, upon prior approval of the Gift Acceptance Committee, agrees to assume responsibility for any of these items. The donor shall also be responsible for obtaining a qualified appraisal.

Each retained life estate gift will be individually negotiated and approved by the Gift Acceptance Committee.

#### 5. Bargain Sale

A “bargain sale” is a sale of property to the ACA for an amount less than the property’s current fair market value. The excess of the value over the sales price represents a contribution. The bargain sale price may be paid either in a lump sum or in installments.

A gift of mortgaged property will constitute a bargain sale. Since the amount of indebtedness is treated as a relief of liability, there could be adverse tax consequences to the donor. The donor should be properly informed of this and told to consult with a tax advisor.

To determine the true, fair market value of the asset, it must be adequately appraised. In most cases, the donor will be responsible for appraisal costs and consistent with the laws and guidelines provided by the Internal Revenue Service (IRS) and Financial Accounting Standards Board (FASB) rules.

The ACA, upon approval of the Gift Acceptance Committee and legal counsel, may purchase real estate, securities, or other property on a bargain sale basis. Ordinarily the price paid for the property should not exceed 60 percent of its appraised value. A gift should not be encouraged from a donor unless there is donative intent.

## 6. Gifts of Real Estate (Real Property)

Gifts of real estate may be made in various ways: outright, retained life estate, and through a bargain sale. These guidelines pertain to gifts of real estate in general. All gifts of real estate received will be converted to cash at the earliest opportunity. In general, all associated expenses of a gift of property to the ACA are to be borne by the donor unless otherwise approved by the Gift Acceptance Committee. The donor shall secure a qualified appraisal of the property. The donor shall provide evidence that the donor has clear title to the property. The donor shall secure a Phase I environmental audit and the results shall be given to the Gift Acceptance Committee. No property containing environmental hazards shall be accepted prior to the removal or other remedies assuring that the ACA assumes no liability whatsoever in connection with such toxic wastes. Ordinary mortgaged property will not be accepted as an outright gift; however, exceptions may be made when the property has sufficient equity to justify assumption of the liability and provided the property is marketable with Gift Acceptance Committee approval.

The ACA will not accept real property that requires long-term management, and the property must be readily marketable.

The ACA will be responsible for filing of Form 8282, Donee Information Return, to report the sale or disposition of charitable deduction property other than money and publicly traded securities to both the Internal Revenue Service and the donor.

## 7. Gifts of Closely Held Stock and Other Business Interests

Donors may make gifts of closely held stock and limited partnership interests. These can be accepted by the ACA if the ACA assumes no liability in receiving them, and the property can be sold within a reasonable period of time.

- a. To be considered for acceptance, limited partnership interests must not subject the ACA to cash calls or other liability and must not have adverse tax consequences for the ACA.
- b. Closely held stock may be accepted if the probability exists of selling it within a reasonable period of time to the corporation, other stockholders, or to others interested in acquiring the corporation. Contributions of “S” Corporation stock will be scrutinized as to the tax implications prior to acceptance.
- c. Royalty interests will be considered but working interests will not be accepted.
- d. Outright gifts of real estate closely held stock, tangible personal property, partnership interests, and other property interests, real and personal, not readily marketable must be reviewed and approved by the Gift Acceptance Committee.
- e. Stock subject to “buy/sell” agreements will be accepted only after review and approval by legal counsel.

## 8. Bequests

Bequests have historically been the most important kind of deferred gift, and they have contributed significantly to the fundraising revenue of the ACA. The encouragement of bequests will be a high deferred giving priority of the ACA.

Sample bequest language for restricted and unrestricted gifts, including endowments, will be made available to donors and their attorneys to ensure that the bequest is properly designated. Donors will be urged to obtain the advice of a professional advisor to create a bequest that is in their best interest. Donors will also be invited to provide a confidential copy, or pertinent portion, of that section of their wills naming the ACA.

During the probate of estates containing a bequest to the ACA and during the post-death administration of revocable trusts containing dispositive provisions benefiting the ACA, the manager of the bequest program, in consultation with legal counsel and President/CEO of the ACA shall represent the ACA in all dealings with the attorney and the estate's personal representatives.

## **VALUING GIFTS**

### 1. Annuities (Category: Deferred)

Charitable gift annuities will be credited to the "futures" account at 100 percent of the fair market value of the asset (on the date of transfer) used to "fund" the annuity.

### 2. Insurance (Category: Current or Deferred)

Fully paid up or otherwise vested insurance policies for which ownership is assigned to the ACA will be credited to the "futures" account at 100 percent of the face value of the policy or the present value of the policy, whichever is greater.

Commitments of insurance where ownership is assigned to the ACA but where the policy is not yet paid up will be credited to the "futures" account at the current cash value of the policy or the value of the paid-up premiums, whichever is greater. This credit will be contingent upon the donor providing a written commitment to complete the premium payments on the policy.

### 3. In Kind Gifts (Category: Current)

In kind gifts that are directly related to projects or activities will be credited at fair market value. Any in kind gift that could be liquidated will be counted toward overall campaign attainment figures at fair market value.

### 4. Matching Gifts (Category: Current)

In the case of gifts that are matched by the donor's employer (or former employer of retirees), both the gift and the match will be credited to the donor for purposes of recognition.

### 5. Personal Property (Category: Current or Deferred)

Gifts of wholly owned private real estate, corporate real estate, and/or other personal property will be credited to the "futures" account at the appraised value of the property at the time it is transferred to the ACA, less any encumbrances. Under normal circumstances, the ACA will seek to liquidate such assets as soon as possible to secure the cash needed to fund the projects and operational programs and/or to make investments consistent with the currently authorized investment policies of the ACA. When such property is sold, it will be removed from the "futures" account and be credited to the current gift total for the campaign.

6. Retirement Programs (e.g. IRA's, 401 K, pensions, etc.) (Category: Deferred)

Designation of the ACA as a primary beneficiary or secondary beneficiary of a donor's IRA, 401K, or pension plan will be credited to the "futures" account as follows:

- a. For a primary beneficiary designation: 10 percent of the account balance at the time the designation is made.
- b. For a secondary beneficiary designation: 5 percent of the account balance at the time the designation is made.

ACA will accept the direct rollover contribution of an IRA to a legal maximum annually and will facilitate such contributions with donors and their authorized financial managers in accordance with existing tax law.

7. Securities (e.g., stocks, bonds, mutual funds, etc.) (Category: Current)

Gifts of publicly traded securities will be valued at the mean value on the date of the transfer. Such securities will be conveyed to the ACA designated broker for sale.

8. Wills and Bequests (Category: Deferred)

Will commitments for which the donor does not indicate a specific gift amount and/or does not provide an estimate of a residuary bequest shall be credited to the "futures" account at a value level of \$1000. Bequests without appropriate documentation will be valued at \$1 for purposes of tracking and stewardship.

These commitments will only be counted when appropriate documentation of the bequest is received.

### **APPRAISAL REQUIREMENTS**

1. Gifts of property, other than publicly traded securities, must be accompanied by an appraisal if the estimated value exceeds \$5,000. A qualified, independent appraiser must provide the appraisal. The appraiser cannot be associated with the donor or with the ACA or any of its employees. When the gift is to fund a specific recognition opportunity, the donors shall agree to make up any short fall upon conversion to cash.
2. The ACA reserves the right to refuse gifts of property when it is determined that the donor has not complied with the Internal Revenue Service appraisal requirements or when the advice of legal and/or tax counsel is not being obtained.
3. All costs associated with obtaining a qualified appraisal will be borne by the donor unless otherwise agreed.

## **GIFT DISPOSITION**

1. Property gifts of all kinds are to be converted to cash at the earliest convenience.
2. Marketable securities generally should be liquidated within five business days of title transfer.
3. Non-publicly traded securities and other properties are liquidated at the earliest possible time, keeping in mind market impact.
4. Gifts of real estate generally will be turned over to a broker immediately upon receipt for disposition based on current market conditions.

Adopted by the Board of Directors on 13th of August, 2020.

# Appendix A: AFP Donor Bill of Rights

## A DONOR BILL OF RIGHTS

DEVELOPED BY:



Association of Fundraising Professionals (AFP)



Association for Healthcare Philanthropy (AHP)



Council for Advancement and Support of Education (CASE)



Giving Institute: Leading Consultants to Non-Prof ts

PHILANTHROPY is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To assure that philanthropy merits the respect and trust of the general public, and that donors and prospective donors can have full confidence in the not-for-profit organizations and causes they are asked to support, we declare that all donors have these rights:

### I

To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.

### II

To be informed of the identity of those serving on the organization's governing board, and to expect the board to exercise prudent judgment in its stewardship responsibilities.

### III

To have access to the organization's most recent financial statements.

### IV

To be assured their gifts will be used for the purposes for which they were given.

### V

To receive appropriate acknowledgement and recognition.

### VI

To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by law.

### VII

To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature.

### VIII

To be informed whether those seeking donations are volunteers, employees of the organization or hired solicitors.

### IX

To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share.

### X

To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Policy on Corporate Partnerships

**Number:** GP-20

**Date Approved:** 8/13/2020

**Policy Type:** Governance Process

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The American Camp Association Board of Directors adopts the following policy and approval process for corporate partnerships.

**Objective**

To create opportunities to communicate the ACA’s purpose and programs nationally so that the number of Americans who attend ACA member camps grows and the general population grows in appreciation for the wholesome, positive attributes of camp toward enriching the lives of children, youth, and adults through the camp experience.

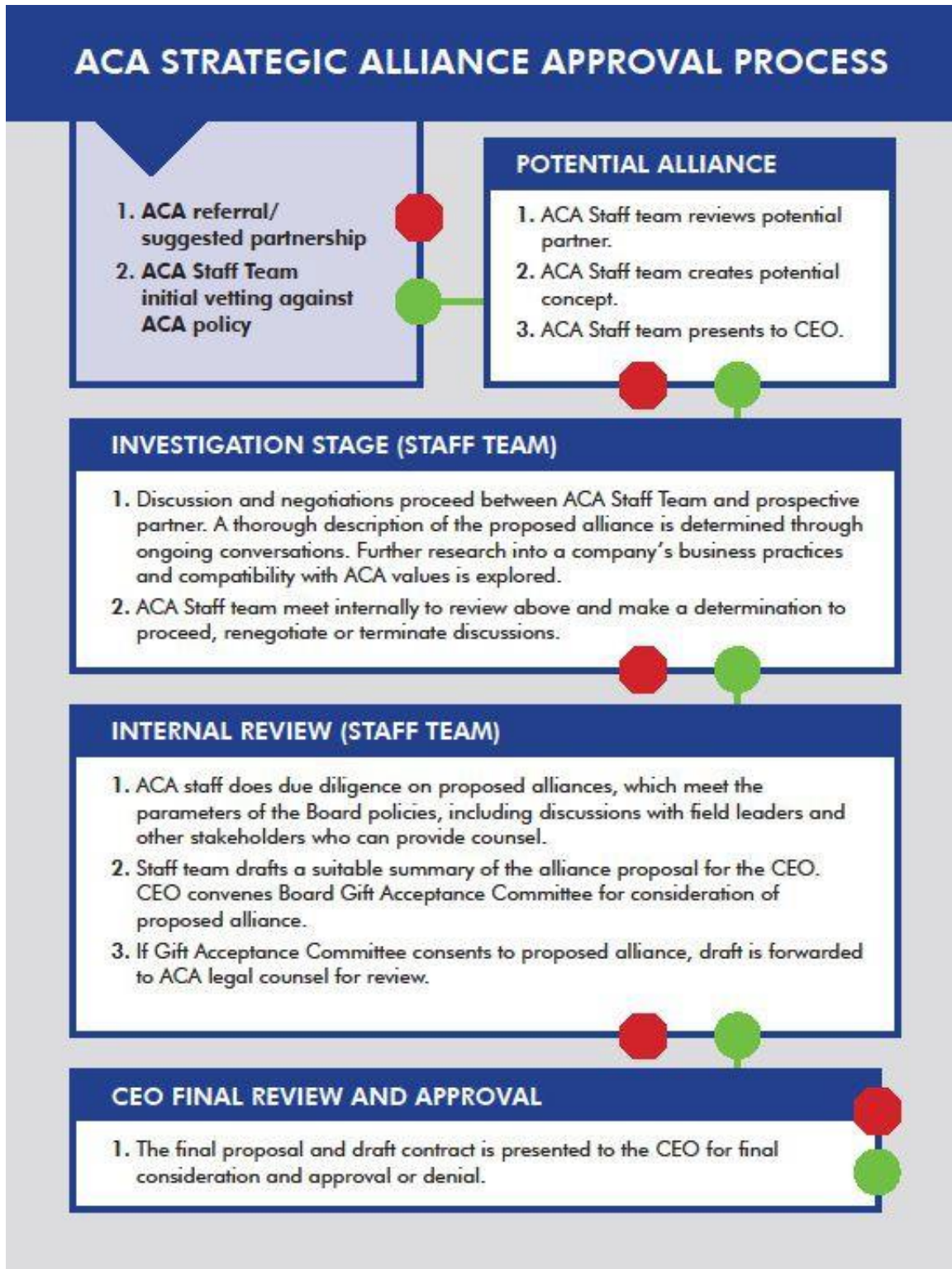
**Guidelines**

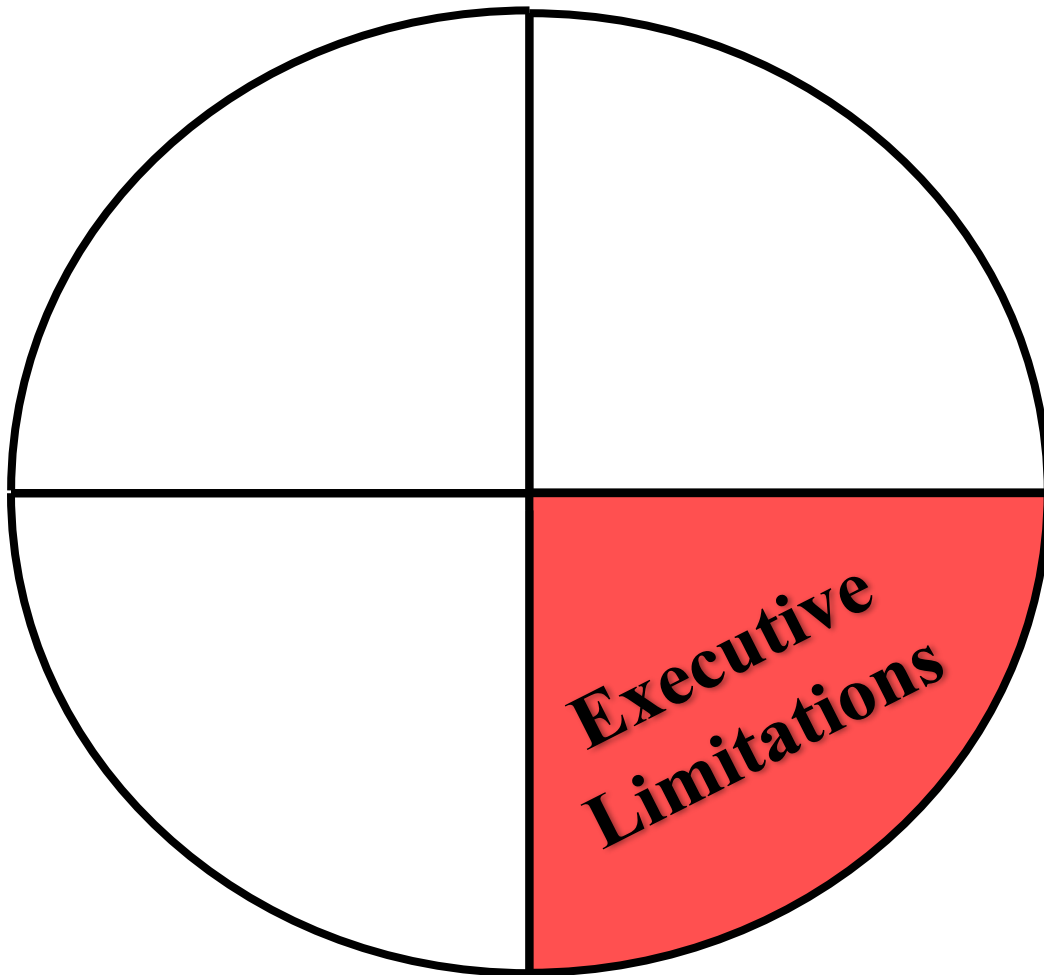
- 1.) The ACA must be satisfied, after reasonable investigation, that involvement with the proposed partner will maintain or enhance the ACA’s reputation.
- 2.) No corporate partnerships will be entered into with companies that produce tobacco, alcohol, firearms, energy or high-caffeinated beverages, violent gaming, or products contradictory to the ACA's mission.
- 3.) Any advertising contemplated must convey information and images that are consistent with the ACA’s mission and positioning philosophy. The primary focus of any promotion must be ACA and camp.
- 4.) The ACA will not engage in any “product endorsement” campaigns. The ACA will not offer opinions or recommendations, “seals of approval,” or any other explicit endorsement related to a company’s products and/or services.
- 5.) The ACA name and/or logo may be used on or with product or promotional packaging to explain a company’s support of ACA and camp (i.e., funds being donated to ACA; mission and/or programs; information about ACA camps and camp accreditation; tips or articles written by ACA professionals).
- 6.) Any use of the ACA logo must adhere to ACA’s graphic standards and must be approved by the Chief Marketing Officer prior to publication. Neither party may use the trademarks or services marks of the other without first obtaining the other party’s written permission to do so.
- 7.) ACA camps are autonomous, independent businesses and, therefore, cannot be mandated to act and/or participate in any national promotion. However, ACA member camps may be offered opportunities to participate on a voluntary basis.

- 8.) There should be a clear benefit and understanding of the commitment on behalf of both parties. All agreements will be formally documented and secured using contract templates that have been reviewed by ACA legal counsel.
- 9.) ACA will seek long-term partnerships with national scope and scale, and which meet the requirements of the above policy.
- 10.) All partnerships must be vetted and approved via the following outlined process.



## ACA Corporate Alliance Approval Process





**BOARD OF DIRECTORS POLICY**

**Policy Name:** Global Executive Constraint

**Number:** EL-1

**Date Approved:** 4/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 10/19/2002

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The President/Chief Executive Officer shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

Further, the President/Chief Executive Officer will prepare an annual self-evaluation in conjunction with the annual board performance evaluation and shall not:

1. Operate without a formal communication plan that specifies required board communication.
  - 1.1 Fail to include a performance summary that provides evidence of progress toward achievement of the ENDS and that the Executive Limitations were met.
  - 1.2 Fail to provide electronic quarterly reports to the board members summarizing fiscal, program, industry, association, and societal trends.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Employed Staff

**Number:** EL-2

**Date Approved:** 4/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 10/19/2002, 4/27/2002, 4/26/2003, 10/16/2004

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With respect to the treatment of employed staff, the President/Chief Executive Officer shall not cause or allow conditions that are unfair, unsafe or undignified.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not:

1. Operate without written human resource procedures that specify expectations and working conditions for staff, provide for effective problem resolution and protect against wrongful conditions.
  - 1.1. Fail to include a policy that ACA provides equal employment for all people without regard to age, race, color, religion, sex, national origin, or disability, nor fail to make every reasonable effort to implement that policy in recruitment, selection, promotion, salary and benefit administration, transfers, and layoff or termination practices.
  - 1.2. Fail to make provision for a multi-level grievance procedure for staff concerns regarding their treatment, including staff who report directly to the President/Chief Executive Officer.
  - 1.3. Fail to secure legal review when significant policy revisions are made, and/or three years have passed without legal review.
  - 1.4. Fail to include a whistleblower policy that clearly explains the process that will be followed if any person knows of or has a suspicion about illegal or unethical conduct in connection with the business of the organization.
2. Fail to acquaint staff with their rights under this procedure.
3. Fail to ensure that there is an effective staff education and development process in place, based on the fiscal reality of the association.
  - 2.1 Fail to identify staff education needs in each employee's performance evaluation.
  - 2.2 Fail to include a staff education plan in the annual operating strategic plan.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Financial Planning and Budgeting

**Number:** EL-3

**Date Approved:** 4/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 10/27/2001, 04/2003, 04/2004, 10/2004, 4/21/2007, 10/9/2014, 10/19/2017

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In financial planning for any fiscal year or the remaining part of any fiscal year the President/ Chief Executive Officer shall not deviate materially from the Board-stated Ends priorities in allocation of resources (Board-stated “Ends” define what benefit ACA is to produce, for whom, at what cost) risk fiscal jeopardy, fail to develop and operate from a twelve-month budgeting system with Board approval, nor fail to derive the budget from a multi-year plan.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items; cash flow, and disclosure of planning assumptions.
  - 1.1. Fails to contain a line item for operating reserve equal to at least 2% of the annual budget, with a goal of six months of operating expenses in cash and cash equivalents.
  - 1.2. Fails to contain a line item for contingency equal to at least 1% of the total operating budget with a goal of a contingency of 2.5[sw1]%.
2. Increases dues or camp fees by more than the Cost-of-Living rate determined by using the American Institute for Economic Research (AIER) Cost-of-Living Calculator for the last completed calendar year comparison.
3. Plans expenditures that project a deficit in any fiscal year.
4. Allocates year-end surplus of revenues over expenses.
5. Fails to provide funds as determined annually by the Board for the Board’s direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, and Board legal fees.
6. Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.
  - 6.1. Fails to include an open and transparent process for considering the effects any partnership may have on campers and the camp community (refer to EL-12 for additional policies on partnerships).

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Financial Condition

**Number:** EL-4

**Date Approved:** 4/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 10/27/2001, 4/2003, 10/19/2003, 4/21/2007, 11/2007

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With respect to the actual, ongoing financial condition and activities, the President/Chief Executive Officer shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board – stated Ends priorities.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not:

1. Expend more funds than available.
2. Fail to settle payroll and debts in a timely manner.
3. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
4. Fail to aggressively pursue receivables after a reasonable grace period.
5. Use long-term reserves without the approval of the Board.
6. Without the approval of the Audit and Financial Policy Committee and the Executive Committee of the Board of Directors, with respect to a Bank Line of Credit, herein known as the BLOC, as it may pertain to the ongoing financial operation of the association:
  - 6.1 Access the BLOC unless the anticipated drawn down amount does not exceed either current pledges or grants receivables;
  - 6.2 Access the BLOC of more than 20% of the ongoing Line balance within a 30-day period;
  - 6.3 Exceed interest only payments past 90 days;
  - 6.4 Fail to repay at least 10% of the outstanding principle balance within the same 90-day period;
  - 6.5 Fail to repay all interest and principle of the BLOC within the one-year term in accordance with bank documentation;
  - 6.6 Fail to make all monthly interest only payments on time as designated by the bank statements;
  - 6.7 Fail to establish a separate line item accounting of the BLOC

Fail to renew the BLOC with the administering institution 30 days prior to the one-year term in accordance with bank documentation.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Asset Protection

**Number:** EL-5

**Date Approved:** 4/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 10/27/2001, 4/26/2003, 4/21/2007, 10/9/2014, 10/19/2017

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With respect to all assets, the President/Chief Executive Officer shall not allow them to be unprotected, inadequately maintained, or unnecessarily risked.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not:

1. Fail to insure against theft and casualty losses to at least 80 percent of replacement value.
2. Fail to insure against liability losses to Board members, staff, and the organization itself in an amount greater than the average for comparable organizations.
3. Allow unbonded or uninsured personnel access to material amounts of funds.
4. Fail to provide association director/officer liability insurance for Board in amounts approved by the Board or its designee.
5. Subject plant and equipment to improper wear and tear or insufficient maintenance.
6. Make any purchase or commitment (1) wherein normally prudent protection has not been given against conflict of interest; (2) of over \$25,000 without having obtained comparative prices and quality.
7. Enter any contract exceeding 5 percent of the operating budget or any multi-year contract without review by legal counsel.
8. Fail to protect intellectual property, information, and files from loss, significant damage, or improper or illegal use.
9. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
10. Fail to invest without Board approval:
  - 10.1 Operating reserves (cash or investments of the association) ...
  - 10.2 In short-term (twelve months or less) ...
  - 10.3 Or liquid (immediately accessible without penalty) ...
  - 10.4 Low risk (likelihood of losing principal is remote and investment is fairly certain) ...
  - 10.5 Investment instruments (which may or may not be FDIC insured). [sw2]
11. Acquire, encumber or dispose of real property [without [sw3] Board approval.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Compensation and Benefits

**Number:** EL-6

**Date Approved:** 4/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 10/27/2001, 4/26/2003

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With respect to employment, compensation, and benefits to employees, consultants and contract workers, the President/Chief Executive Officer shall not cause or allow jeopardy to fiscal integrity or public image.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed unless those deviations have prior approval of the Board.
4. Create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year, and in all events subject to losses in revenue.
5. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that
  - 5.1. Incur unfunded liabilities.
  - 5.2. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity or performance are not prohibited.
  - 5.3. Allow any employee to lose benefits already accrued from any foregoing plan.
  - 5.4. Treat the President/Chief Executive Officer differently from other full-time employees.
  - 5.5. Provide for a formal review of the pension plan not less than once every ten years.



**BOARD OF DIRECTORS POLICY**

**Policy Name:** Communication and Support to the Board

**Number:** EL-7

**Date Approved:** 4/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 10/27/2001, 10/19/2002, 10/21/2006, 4/21/2007

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The President/CEO shall not permit the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not:

1. Fail to make available to the Board adequate information to support informed Board choices, including relevant statistical, demographic and other environmental scanning data, a representative range of staff and external points of view, alternatives and their respective implications.
  - 1.1. Fail to submit an electronic quarterly report to Board members summarizing fiscal, program, industry, association, and societal trends.
2. Neglect to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored.
3. Fail to inform the Board of anticipated adverse media coverage, material external and internal changes, changes in executive personnel, or lawsuits against the organization.
4. Fail to advise the Board if, in the President/Chief Executive Officer's opinion, the Board is not in compliance with its own policies.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Fail to provide a mechanism for official Board, officer, or committee/ task force communications.
  - 6.1. Fail to create a written summary of each Board meeting for the Board's use per GP-12, #4.
7. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committee/ task forces duly charged by the Board.
8. Fail to report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
9. Fail to supply for the consent agenda all items delegated to the President/Chief Executive Officer yet required by law or contract to be Board-approved.
10. Fail to notify the Board in advance of any single capital or multi-year contracts or capital or multi-year obligations exceeding \$100,000 each, with the exception of:
  - 10.1. The annual national conference hotel contract, and

10.2. The employee medical insurance policy

11. Fail to provide reasonable administrative support for Board activities.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Program Evaluation

**Number:** EL-8

**Date Approved:** 10/27/2001

**Policy Type:** Executive Limitations

**Date Amended:**

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The President/Chief Executive Officer shall not fail to review all programs and services on a periodic basis for relevancy to achieving the Board-stated Ends.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Treatment of Members and Volunteers

**Number:** EL-9

**Date Approved:** 10/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 4/27/2002, 10/19/2002, 4/26/2003, 4/21/2007, 4/25/2013

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The President/Chief Executive Officer shall not cause or allow conditions, procedures or decisions that are unsafe, unnecessarily intrusive, or that fail to provide adequate confidentiality or privacy to members.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not:

1. Cause or allow conditions, procedures or circumstances that are unsafe or disrespectful.
2. Fail to ensure that member confidentiality is respected and maintained.
  - 2.1. Use forms or procedures that elicit information for which there is no clear necessity.
  - 2.2. Use methods of collecting, reviewing, storing or transmitting member information that fail to protect against improper access to the information elicited.
3. Fail to establish with members a clear understanding of what may be expected and what may not be expected from the service offered.
4. Fail to be sensitive to the diverse religious and cultural practices of our members in reference to scheduling meetings and events, including but not limited to: Good Friday, Passover\*, Easter, Rosh Hashanah (two days) \* Yom Kippur\*, Christmas. (\*observance begins evening before.)
5. Fail to ensure that there are effective means of engaging members in achieving the Ends of ACA.
  - 5.1. Fail to provide for broad, representative membership involvement in achieving the Board's Ends.
  - 5.2. Fail to use an open and transparent process for member involvement.
  - 5.3. Fail to have an impartial selection process to determine the appropriate representation on operational committees.
    - 5.3.1. Fail to require permanent operational committees to have Operating Codes, created from a uniform template, that include at a minimum: the scope of work of the group and the competencies desired for appointment to the group.
  - 5.4. Fail to identify and promote opportunities for members to participate in developing appropriate means to achieving the Board-stated Ends.

6. Fail to establish a process that ensures that member comments and complaints are responded to fairly, consistently, respectfully, and in a timely manner.
  - 6.1. Fail to provide a fair and effective appeal process for those members who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Emergency Executive Succession

**Number:** EL-10

**Date Approved:** 10/27/2001

**Policy Type:** Executive Limitations

**Date Amended:**

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The President/Chief Executive Officer shall not fail to ensure that there is sufficient organizational capacity for the competent operation of the organization to continue in the event of sudden loss of President/Chief Executive Officer services.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Public Image

**Number:** EL-11

**Date Approved:** 10/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 4/25/2013

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The President/Chief Executive Officer shall not endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Ends.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not:

1. Fail to establish an effective corporate communications and public relations strategy.
2. Permit presentations to be made to the media, or the public, by ACA that inaccurately portray Board policy.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Partnerships

**Number:** EL-12

**Date Approved:** 10/27/2001

**Policy Type:** Executive Limitations

**Date Amended:** 4/25/2013

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The President/Chief Executive Officer shall not fail to develop appropriate partnerships to achieve the Board-stated Ends, and to maximize efficiency and effectiveness in the use of resources.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not:

1. Fail to take the initiative in developing appropriate partnerships to achieve the Board-stated Ends.
2. Fail to obtain appropriate input from those stakeholders who will be affected by decisions regarding partnerships.
3. Develop or continue collaborative relationships with organizations whose principles or practices are incompatible with Board values or achievement of the Board-stated Ends.



**BOARD OF DIRECTORS POLICY**

**Policy Name:** ACA Affiliate Relationships

**Number:** EL-13

**Date Approved:** 10/19/2002

**Policy Type:** Executive Limitations

**Date Amended:** 10/16/2004, 4/30/2005, 10/23/2005, 4/25/2013

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Per Article VII of the Bylaws, the Board of Directors may enter into licensing agreements to create Affiliates and shall have the power to establish such terms and conditions relating thereto as it considers desirable.

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not:

1. Fail to ensure that legal counsel reviews any licensing agreement templates prior to execution.
2. Fail to ensure that all licensing agreements are executed in a legal manner.
3. Fail to ensure that all licensing agreements clearly define all terms, including the length of time of the agreement.

## BOARD OF DIRECTORS POLICY

**Policy Name:** National Commissions

**Number:** EL-14

**Date Approved:** 10/19/2002

**Policy Type:** Executive Limitations

**Date Amended:** 10/16/2004, 10/19/2017

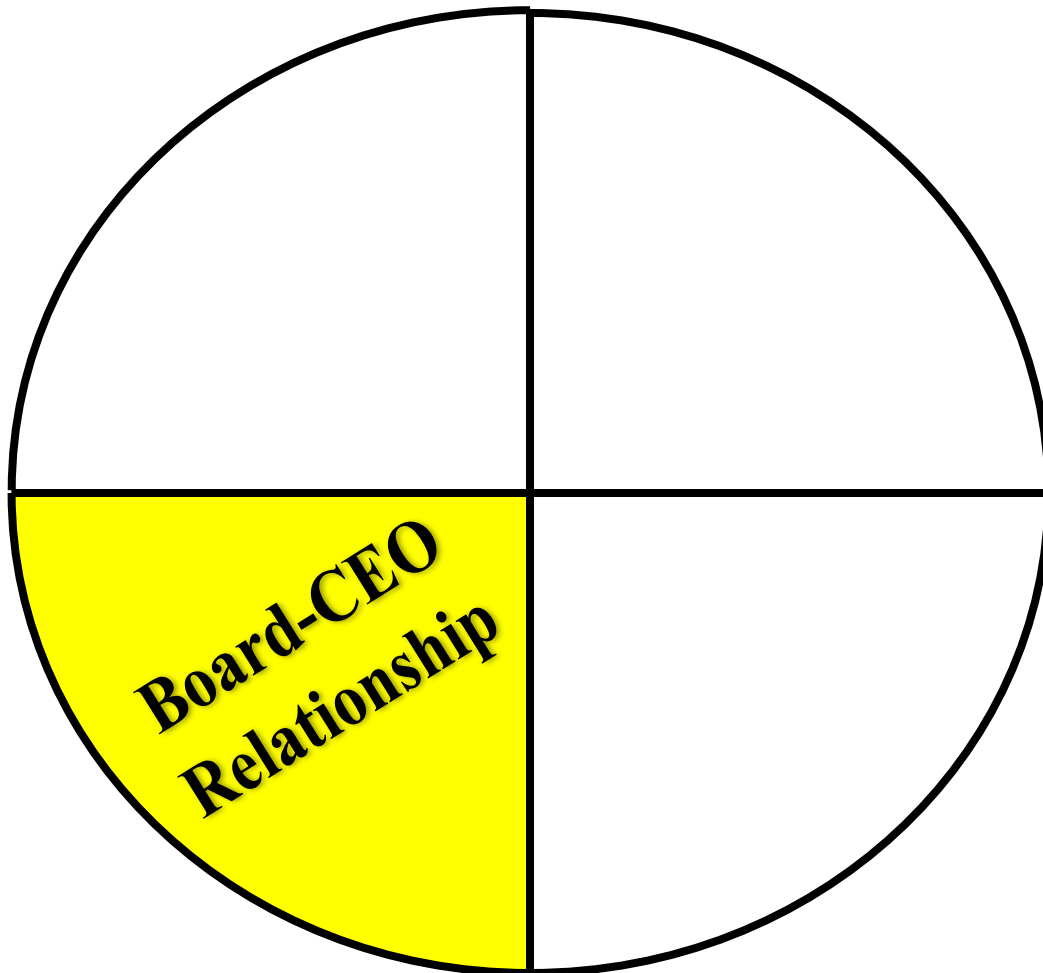
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*February 2005, April 2005, April 2006, April 2007, October 2010, April 2013 – this policy is under review.*

The Board of Directors has granted authority to National Commissions in a limited number of areas (Refer to GP-15)

Further, without limiting the scope of the above statement by the following list, the President/Chief Executive Officer shall not fail to:

1. Utilize Commissions comprised of members of ACA and outside experts (if appropriate), to design and monitor programs that confer or remove status from members. Examples include, but are not limited to, the standards and ethics programs of ACA.
2. Require the Commissions to operate within an approved written Operating Code that includes provisions for broad ACA representation, qualifications, and rotating terms of service for members.
3. Require the Commissions to honor confidentiality and the conflicts of interest policy in the conduct of their deliberations.
4. Require field input into the contents of the programs (~~e.g., approve the standards and the items in the Code of Ethics~~) through ~~the Council of Delegates and other~~ appropriate means.
5. Grant authority to National Commissions to make final decisions concerning status or penalty to camps or members.
6. Provide systems and staff to implement the programs served by these Commissions.
7. Periodically review the policies of these Commissions.
8. Require the Commissions to periodically review their programs based on authoritative sources in the association community.
9. Provide and annually fund expenses for ongoing legal counsel to these Commissions.



**BOARD OF DIRECTORS POLICY**

**Policy Name:** Global Board – President/CEO Relationship

**Number:** BE-1

**Date Approved:** 10/27/2001  
Relationship

**Policy Type:** Board- President/CEO

**Date Amended:**

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The Board’s connection to the operational organization, its achievements and conduct will be through a President/Chief Executive Officer.

These policies (BE policies) are intended to generally clarify the Board/ President/Chief Executive Officer relationship. They are not nor, should they be considered an employer/employee contract, nor should they be considered a guarantee of employment. ACA is an “at-will” employer and the employer/employee relationship is “at-will.” “At-will” means employees are free to leave their employment for any or no reason, and ACA may terminate employment for any or no reason. Where a contract with an employee is intended, it will be entered into in writing and must be signed by ACA’s Board Chair. Further changes in an employee’s duties and or compensation will not alter his/her at-will status.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Unity of Control

**Number:** BE-2

**Date Approved:** 10/27/2001

**Policy Type:** Board- President/CEO

Relationship

**Date Amended:**

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Only carried motions of the Board are binding on the President/Chief Executive Officer.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the President/Chief Executive Officer 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 President/Chief Executive Officer can refuse such requests that require, in the President/Chief Executive Officer's opinion, a material amount of staff time or funds.
3. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the President/Chief Executive Officer.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Accountability of the President/CEO

**Number:** BE-3

**Date Approved:** 10/27/2001

**Policy Type:** Board- President/CEO

Relationship

**Date Amended:**

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The President/Chief Executive Officer 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 President/Chief Executive Officer,

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the President/Chief Executive Officer.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the President/Chief Executive Officer.
3. The Board will view President/Chief Executive Officer performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Executive Limitations will be viewed as successful President/Chief Executive Officer performance. Therefore, the President/Chief Executive Officer job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.

**BOARD OF DIRECTORS POLICY**

**Policy Name:** Delegation to the President/CEO

**Number:** BE-4

**Date Approved:** 10/27/2001

**Policy Type:** Board- President/CEO

Relationship

**Date Amended:**

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The Board will instruct the President/Chief Executive Officer through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the President/Chief Executive Officer to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies instructing the President/Chief Executive Officer to achieve certain benefits, for certain recipients at a certain cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The Board will develop policies that limit the latitude the President/Chief Executive Officer may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the President/Chief Executive Officer uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the President/Chief Executive Officer is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and President/Chief Executive Officer domains. By doing so, the Board changes the latitude of choice given to the President/Chief Executive Officer. But as long as any particular policy is in place, the Board will respect and support the President/Chief Executive Officer's choices. This does not prevent the Board from obtaining information from the President/Chief Executive Officer about the delegated areas.

## BOARD OF DIRECTORS POLICY

**Policy Name:** Monitoring Executive Performance

**Number:** BE-5

**Date Approved:** 10/27/2001

**Policy Type:** Board- President/CEO

Relationship

**Date Amended:** 10/19/2002

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Systematic and rigorous monitoring of President/Chief Executive Officer job performance will be solely against the only expected President/Chief Executive Officer job outputs: organizational accomplishment of Ends and organizational operation within the boundaries established in Executive Limitations.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Only information that does this will be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. A given policy may be monitored in one or more of three ways:
  - 2.1. Internal report: Disclosure of performance data by the President/Chief Executive Officer on Board-stated criteria that are sufficiently clear, unbiased, and representative to cause a Board majority to be confident that a reasonable interpretation of Board policy has been achieved.
    - 2.1.1. “Clear” means that the data is not submerged in unnecessary incidental information or worded unclearly.
    - 2.1.2. “Unbiased” means that the integrity of the data must be demonstrable
    - 2.1.3. “Representative” means that data is provided to monitor the complete criterion, not just a part of it or a single implication of it.
  - 2.2. External report: Discovery of compliance information by an impartial, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party, unless the Board has previously indicated that party’s opinion to be the standard.
  - 2.3. Direct Board Inspection: Discovery of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that allows a “prudent person” test of policy compliance. Such an inspection is only undertaken at the instruction of the Board, and with the President/Chief Executive Officer’s knowledge. An inspection can be requested by any board member.
3. In every case, the standard for compliance shall be any reasonable President/Chief Executive Officer interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness but will always judge with a “reasonable person” test rather than interpretations favored by Board members or even the Board as a whole.



4. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.
5. A formal evaluation of the President/Chief Executive Officer by the Board will occur annually, based on the achievement of the Board's Ends Policies and non-violation of its Executive Limitations policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the Board's recorded acceptance or non-acceptance of the reports and identifying performance trends evidenced by that data.

<b>Policy</b>	<b>Method</b>	<b>Frequency</b>	
E-1	Global ENDS Statement	Internal Report	Annual, Spring
EL-1	Global Executive Constraint	Internal Report	Annual, Fall
EL-2	Employed Staff	Internal Report	Annual, Spring
EL-3	Financial Planning and Budgeting	Direct Board Inspection	Annual, Spring
EL-4	Financial Condition	Board Inspection	Bi-Annual: -Spring
		Internal Report	-Fall
		External Report	-Fall
EL-5	Asset Protection	Internal Report	Bi-Annual: -Spring
		Direct Board Inspection	-Fall
		External Report	-Fall
EL-6	Compensation and Benefits	Internal Report	Bi-Annual
EL-7	Communication and Support to Board	Direct Board Inspection	Bi-Annual
EL-8	Program Evaluation	Internal Report	Annual, Fall
EL-9	Treatment of Members and Volunteers	Internal Report	Annual, Spring
EL-10	Emergency Executive Succession	Internal Report	Annual, Spring
EL-11	Public Image	Internal Report	Annual, Spring
EL-12	Partnerships	Internal Report	Annual, Spring
EL-13	ACA Affiliate Relationships	Internal Report	Annual, Spring
EL-14	National Commissions	Internal Report	Bi-Annual