

# **ALOA Security Professionals Association, Inc.**



## **Board of Directors Governance Policy Manual**

# **ALOA Security Professionals Association, Inc.**

## **Policy Governance**

### **Introduction**

During the 1997 Fall Board Meeting (11-22-97), the ALOA Board adopted a new process of decision-making more commonly referred to as "Policy Governance" with an implementation date of January 1, 1998. The association is the first to undergo such revitalization in the locksmith industry.

“Policy Governance” refocuses the Board's emphasis on organizational vision and membership advancement and education. The process clearly defines the board’s expectations of the Executive Director and the role staff will play in this process. It also contains a calendar of reports that the Executive Director, or his/her representative, will make throughout the year to document ends achievements.

Specific areas outline: Board Job Description; Board Member Conflict of Interest; Committee Structure; Monitoring the Executive Director Performance; Staff Treatment; Staff Compensation and other topics on the association’s horizon.

This is a constantly evolving document and is a work in progress. As such, it will be subject to revision on an “as needed” basis.

During the 2012 Fall Board meeting (10-21-2012), the ALOA Board adopted to continue the decision-making under “Policy Governance” in the NEW Corporations board under ALOA Security Professionals Association, Inc. This became effective on January 01, 2013.

# Table of Contents

## **Governance Process**

- GP-1 Governance Commitment
- GP-2 Governing Style
- GP-3 Board Job Description
- GP-4 Monitoring Board Governance Process & Board/Staff Relationship Policies
- GP-5 Officers Roles
- GP-6 Board Committee Principles
- GP-7 Board Committee Structure
- GP-8 Agenda Planning
- GP-9 Board Member Conduct
- GP-10 Board Member Covenants
- GP-11 Board Member Conflict of Interest
- GP-12 Process for Addressing Board Member Violations
- GP-13 Board Member Travel
- GP-14 Cost of Governance
- GP-15 Corporate Relations
- GP15A Corporate Relations
- GP-16 Executive Director Job Description

## **Board / Executive Director Relationship**

- B/EDR-1 Global Governance Management Connection
- B/EDR-2 Unity of Control
- B/EDR-3 Accountability of the Executive Director
- B/EDR-4 Delegation of the Executive Director
- B/EDR-5 Monitoring Executive Director Performance
- B/EDR-5.1 Annual Summative Evaluation of the Executive Director
- B/EDR-5.2 Salary and Benefits of the Executive Director

## **Board / Comptroller Relationship**

- B/CR-1 Global Governance-Management Connection
- B/CR-2 Financial Administration
- B/CR-3 Unity of Control

## **Table of Contents continued...**

### **Executive Limitations**

- EL-1 Global Executive Constraint
- EL-2 Emergency Executive Director Succession
- EL-3 Treatment of Owners (Members)
- EL-4 Staff Treatment
- EL-5 Staff Compensation
- EL-6 Staff Evaluation
- EL-7 Budgeting / Financial Planning
- EL-8 Financial Administration
- EL-9 Asset Protection
- EL-10 Communication and Counsel to the Board
- EL-11 Annual Report to the Membership
- EL-12 Communication
- EL-13 New and Existing Programs

### **Comptroller Limitations**

- CL-1 Global Comptroller Constraint
- CL-2 Emergency Comptroller

### **Ends**

- E-1 Education
  - E-2 Recognition
  - E-3 Communication
  - E-4 Legislation
  - E-5 Professionalism
  - E-6 Membership
- (The Ends listed above are shown in their order of importance.)

**Adopted: 05-12-2003**

**Revised: 05-25-2013**

**Governance Commitment**

**(GP-1)**

The Board, supporting the interests of membership, the work of staff, holds itself accountable to the membership by ensuring that all action it takes is consistent with the Board's policies.

In the fulfillment of this charge, the Board is committed to rigorous and continual improvement of its capacity to govern effectively, using its policies to define its vision in terms of expectations and its concerns in terms of values.

In fulfilling its governance commitment, the Board will be guided by the following beliefs:

We believe that...

- ...The association exists for its members.
- ...Each member has value.
- ...Membership should be actively involved.
- ...Education is strengthened through the use of technology.
- ...A membership benefit includes accountable use of association monies.
- ...Education and training is a lifelong process.
- ...Locksmithing education is a shared responsibility.
- ...Investing in membership development is essential.
- ...Diversity is of great value.
- ...Leadership creates vision and strong membership support.

**Adopted: 05-12-2003**

**Revised: 04-18-2009**

**Monitoring Method: Board Assessment**

**Monitoring Frequency: Spring & Fall**

## **Policy Type:**

## **Governance Process**

### **Governing Style**

**(GP-2)**

The Board will govern with emphasis on organizational vision rather than on interpersonal issues of the Board; encourage diversity in viewpoints; focus on strategic leadership rather than administrative detail; observe clear distinction between Board and Executive Director roles; make collective rather than individual decisions; exhibit future orientation rather than past; and govern proactively rather than reactively.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the Executive Director, will be responsible for excellence in governing. The Board will use the expertise of individual Board members to enhance the ability of the Board as a body, but will not substitute individual judgments and opinions for the Board's collective values. The Board will work in partnership with the Executive Director, membership and the security industry.
2. The Board will hold itself accountable for governing with excellence. This self-discipline will apply to attendance, preparation for meetings, adherence to policy-making principles, respect of roles, and ensuring effective governance capability into the future. The Board will encourage diversity of opinion, but it will not allow it to become personal.
3. The Board will direct, control and inspire the association through the careful establishment of written policies reflecting the Associations values and perspectives. The Board's major policy focus will be on the intended long-term benefits for members, not on the administrative or programmatic means of attaining those benefits.
4. The Board's public meetings will be characterized by full and meaningful discussion among members, respect for each member's opinion, collaborative exploration of options, and member discipline to avoid redundancy.
5. Continuous Board development will include orientation of candidates for the Board and new members of the Board in the Board's governance process and periodic Board discussion and evaluation of process to assure continued improvement.
6. The Board will allow no officer, individual, panel or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
7. The Board will monitor its process and performance at each meeting through a debriefing process. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board/Staff Relationship categories.

**Adopted: 05-12-2003**

**Revised:**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Spring & Fall**

Effective 11/13/2019

Page 6 of 97



## Policy Type: Governance Process

### Board Job Description

(GP-3)

The job of the Board is to represent the membership and to lead the association by determining and requiring appropriate and excellent organizational performance. To distinguish the Board's own unique job from the jobs of the Executive Director and staff, the Board will concentrate its efforts on the following:

1. Determining and using proactive strategies to ensure constructive two-way dialogue for input from membership, staff, and security industry experts.
2. Developing written governing policies, which, at the broadest levels, address:
  - A. **Ends:** organizational impacts, benefits, and results for specified recipients and their relative worth (what end result is desired for whom and at what cost);
  - B. **Executive Limitations:** constraints on executive authority which establish the practical, ethical and legal boundaries within which all staff activity and decision-making will take place and be monitored;
  - C. **Governance Process:** how the Board will conceive, carry out and monitor its own work; and
  - D. **Board/Staff Relationship:** how authority is delegated and its proper use monitored; the Executive Director role, authority and accountability.
3. Ensuring Executive Director Performance through monitoring Ends and Executive Limitations policies.
4. Ensuring Board performance through monitoring Governance Process and Board/Staff Relationship policies.
5. Ensuring that the Ends are the focus of organizational performance.
6. The Board will consider issues pertaining to membership expulsions, membership denials, and grievances.
7. The Board will be responsible for the acquisition and/or disposal of real property (real estate).

Adopted: 05-12-2003

Revised:

Effective 11/13/2019

Page 8 of 97



**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring**

**Policy Type: Governance Process  
Monitoring Board Governance Process**

**and Board/Staff Relationship Policies**

**(GP-4)**

The purpose of monitoring the Board’s Governance Process and Board-Staff Relationship policies is to determine the degree to which the Board adheres to and fulfills its own policy commitments. Monitoring will be done as efficiently as possible, using Board time effectively so meetings can be used to create the future. The monitoring will be conducted by e-mail thirty (30) days before each Board meeting. Any changes will be given to the Secretary seven (7) days before each Board meeting.

These policies are monitored through Board self-assessment according to the following frequency.

**Board-Staff Relationship Policies**

- B/EDR -1 Management Connection
- B/EDR -2 Unity of Control
- B/EDR -3 Accountability of the Executive Director
- B/EDR -4 Delegation to the Executive Director
- B/EDR -5 Monitoring Executive Director Performance
- B/EDR-5.1 Annual Summative Evaluation Of The Executive Director

**Frequency**

- Spring & Fall
- Spring & Fall
- Spring & Fall
- Spring & Fall
- Fall
- Fall

**Board-Comptroller Relationship Policies**

- B/CR-1 Global Governance – Management Connection
- B/CR-2 Financial Administration
- B/CR-3 Unity of Control
- B/CR-4 Annual Summative Evaluation of the Comptroller

**Frequency**

- Spring & Fall
- Spring & Fall
- Spring & Fall
- Spring

**Policies**

- GP-1 Governance Commitment
- GP-2 Governing Style
- GP-3 Board Job Description
- GP-4 Monitoring Board Policies
- GP-5 Officers Roles
- GP-6 Board Committee
- GP-7 Committee Structure
  
- GP-8 Agenda Planning
- GP-9 Board Member Code of Conduct
- GP-10 Board Member Covenants
- GP-11 Board Member Conflict of Interest
- GP-12 Process for Addressing Board Member Violations
- GP-13 Board Member Travel
- GP-14 Cost of Governance
- GP-15 Corporate Relationships
- GP15A corporate Relationships

**Frequency**

- Spring & Fall
- Spring & Fall
- Spring
- Spring
- Convention
- Spring
- Spring , Convention  
And Fall
- Fall & Convention
- Spring & Fall
- Spring & Fall
- Fall
- Fall
- Spring & Fall
- Fall
- Fall
- Spring

**Adopted: 05-12-2003**

**Revised: 05-31-2019**

**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring**

# Policy Type: Governance Process

## Officers Roles

(GP-5)

### A. President

The President ensures the integrity of the Board's processes and normally serves as the Board's official spokesperson.

Accordingly, the President has the following authority and duties:

1. Monitor Board behavior to ensure that it is consistent with its own rules and policies and those legitimately imposed upon it from outside the organization:
  - A. Conduct and monitor Board meeting deliberations to ensure that only Board issues, as defined in Board policy, are discussed,
  - B. Ensure that Board meeting deliberations are fair, open, and thorough, but also efficient, timely, orderly and to the point, carefully balancing efficiency with the stylistic differences among individual board members,
  - C. Chair Board meetings with the approval of the Board with all the commonly accepted power of that position as described in Robert's Rules of Order, Newly Revised, Current Edition and in accordance with law.
  - D. Conduct timely board meeting debriefings and periodic self-assessments to ensure process improvement.
2. Make all interpretive decisions that fall within the topics covered by Board policies on Governance Process and Board/Staff Relationship, except where the Board specifically delegates such authority to others, using any reasonable interpretation of the provisions in those policies:
  - A. Refrain from making any interpretive decisions about policies created by the Board in the Ends and Executive Limitations policy areas, and
  - B. Refrain from exercising any authority as an individual to supervise or direct the Executive Director.
3. Compile and facilitate the summative evaluation of the Executive Director.
4. Represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the areas assigned to the President, delegating this authority to other Board members when appropriate, but remaining accountable for its use.
5. Sign all contracts authorized by the Board.
6. Communicate appropriate information to fellow Board members on not less than a Monthly basis.
7. Appoint the members of all Board committees, unless otherwise stated.
8. The President is responsible for continuous Board development which will include; recruitment, orientation of new Board candidates, Board Governance process and Board self-evaluation, to assure continued improvement of the Board.
9. Compile and authorize Board travel calendar in a timely fashion.
10. The President shall not exceed his annual financial budget without Board approval.

## **Policy Type: Governance Process**

### **Officers Role**

**(Continued)**

**(GP-5)**

#### **B. Secretary**

1. The Secretary will list Board meeting topics as prepared by the President. Board members can offer alternative topics for discussion to the President. The decision is the Presidents as it is his meeting. This agenda shall be distributed to all Board members at least 14 days prior to the actual Board meeting
2. The Secretary will list the Governance Policies to be discussed before each Board meeting. This must be distributed to all Board members at least 30 days prior to the actual Board meeting
3. The Secretary will take Board meeting minutes using whatever technology he deems necessary to accomplish this during the Spring, Fall and Special meeting sessions, later transcribe and submit them to the whole Board for approval and/or any suggestions and corrections. After receipt of Board approval the Secretary will then post the Board meeting minutes on the ALOA web site and Keynotes magazine for the memberships review.
4. The Secretary will take Annual meeting minutes during the session, transcribe and submit them to the whole Board for approval and/or any suggestions and corrections. After receipt of Board approval the Secretary will then post the Annual meeting minutes draft on the ALOA web site for the memberships review.
5. The Secretary will list any changes and/or corrections that were made to the Governance Policy during all Board meetings, special meetings and Membership meetings and issue updated Policies to the Board and post on the ALOA web site.
6. The Secretary will record all Special Meeting minutes, submit to all attendees for approval and then post approved Special meeting minutes on the ALOA web site.
7. The Secretary will be required to update the Bylaws on the ALOA web site from changes made by the Membership to these Bylaws.
8. The Secretary's Report will include details of recent secretarial work performed plus any traveling done for ALOA before each Board meeting.
9. The Secretary will hold for future review the ED evaluation as per "B/EDR-5" Monitoring Executive Director Performance.

**DIRECTIVE:** The Secretary's notes, whether written or recorded shall become and remains the personal property of the Secretary, and shall not become the property of the association. Any such property may be disposed of at any time and in any manner by the Secretary.

**Adopted: 05-12-2003**

**Revised: 04-18-2009**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Convention**

Effective 11/13/2019

Page 13 of 97

## **Policy Type: Governance Process**

### **Board Committee Principles**

**(GP-6)**

Board committees, when used, will support the work of the Board and reinforce the wholeness of the Board's job, and never interfere with delegation of authority from the Board to the Executive Director.

Accordingly:

1. Board committees are to assist the Board to do its job, not to direct or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives, implications or recommendations for Board consideration. In keeping with the Board's broader focus, Board committees will not have direct dealings with staff operations unless specifically given that authority by the Board.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Committee expectations and authority will be stated carefully by the Board to assure that committee authority will not conflict with authority delegated to the Executive Director.
3. Board committees may not exercise authority over the Executive Director or staff. Because the Executive Director works for the full Board, any direction to the Executive Director related to a committee recommendation must come from the full Board.
4. Board committees are expected to avoid over-identification with organizational parts rather than the whole.
5. This policy applies only to committees that are formed by Board action, whether or not the committees include Board members. It does not apply to committees formed under the authority of the Executive Director.
6. Committees will be used sparingly and ordinarily in an ad hoc capacity.

**Adopted: 05-12-2003**

**Revised: 05-25-2013**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Spring**

Effective 11/13/2019

Page 14 of 97



# Policy Type: Governance Process

## Board Committee Structure

(GP-7)

A committee is a Board committee only if its existence and charge come from the Board and its work is intended to support the Board's work, whether or not Board members serve on the committee. The only Board committees are those, which are listed in this policy. Unless otherwise indicated, a committee ceases to exist as soon as its task is complete.

## Board Committees

### 1. Audit Committee

#### A. Purpose/Charge:

- 1) To select an audit firm and issue any directives requested by the Board.
- 2) Receive and review the audit and present it to the Board for acceptance.
- 3) To perform an annual physical audit of the Corporation's assets and report to the Board.
- 4) To receive and review complaints against the Executive Director and report to the Board.
- 5) To receive and review financial records as deemed necessary.
- 6) To receive and review the Corporation's monthly financials.
- 7) To question the ED about the financials and report any significant issues to the board.

#### B. Qualifications of the Audit Committee Members:

- 1) Member of the Board that has served at least one full year prior to being seated on the committee.
- 2) Basic to moderate understanding of Accrual Accounting Statements.
- 3) Understanding of commonly accepted good business practices.
- 4) Understanding of business checks & balances principles.
- 5) Read and agree to proper conduct of Audit Committee and responsibilities.
- 6) Understanding of organizational management, financials, and employee issues.
- 7) Ability to give required amount of time within calendar restrictions.
- 8) At least one member of the audit committee shall have served on the prior year's committee.

#### C. Membership:

- 1) The committee shall consist of three (3) qualified Board members and shall be elected by the Board.
- 2) The Chairman shall be elected by the committee members and shall, along with the President, serve as liaison to the comptroller.

#### D. Reporting Schedule:

- 1) The committee will report, within 60 days of election, on it's selection of the audit firm and directives that were given.
- 2) The committee will present the Auditor's Report, for acceptance by the Board, at the Spring Meeting



## **Type: Governance Process**

### **Board Committee Structure – (continued)**

**(GP-7)**

#### **E. Term:**

- 1) The committee will be elected at the convention Board meeting and the term will be for one year.
- 2) The President shall appoint replacement members.

#### **2. Executive Director Selection Committee**

In the event it is necessary to replace the Executive Director, a selection committee comprised of the President, Secretary, and Trustees shall be formed to perform this task.

The Committee will:

- a. Advertise for a new Executive Director.
- b. Receive and review resumes
- c. Identify and interview the top choice applicants
- d. Present the most highly qualified applicant(s) to the entire Board for review and approval.

## **Type: Governance Process**

### **Board Committee Structure – (continued)**

**(GP-7)**

#### **C. Membership:**

1. The committee shall consist of three (3) qualified Board members and shall be elected by the Board.
2. The Chairman shall be elected by the committee members.

#### **D. Reporting Schedule:**

1. The committee will report, within a reasonable time of any meeting with the Executive Director that results in actions that the committee feels is

necessary for the board to be advised of, including the addition or termination of any Department Head or Managers position.

**E. Term:**

1. The committee will be elected at the convention Board meeting and the term will be for one year.
2. The President shall appoint replacement members.

**Adopted: 05-12-2003**

**Revised: 05-25-2013**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Spring**

## Policy Type: Governance Process

### Agenda Planning

(GP-8)

To accomplish its stated objectives, the Board will follow an annual agenda that schedules: continuing review, monitoring and refinement of Ends policies; linkage meetings with members and staff; monitoring of policies, and activities to improve board performance through education, enriched input and deliberation.

Accordingly:

1. The planning cycle will end each year 30 days following the Fall Board meeting in order that administrative decision-making and budgeting for the forthcoming year can begin and be based on accomplishing the next one-year segment of the Board's most recent statement of long-term Ends.
2. The planning cycle will start with the Board's development of its agenda for the next year, and will include:
  - A. Scheduled linkage discussions and consultations with selected groups and persons whose insights and opinions will be helpful to the Board.
  - B. Membership and association discussions on governance matters, including orientation of new Board members in the Board's governance process, and periodic discussions by the Board about means to improve its own process,
  - C. Related to Ends policies (e.g., presentations by futurists, demographers, advocacy groups, staff, etc.), and
  - D. Scheduled monitoring of all policies. The monitoring will be conducted by e-mail thirty (30) days before each board meeting. Any changes will be given to the Secretary seven (7) days before each meeting.
3. Throughout the year the Board will attend to consent agenda items as expeditiously as possible. An item may be removed from the consent agenda only upon approval of a majority of the Board.
4. Monitoring of Executive Limitations (EL) policies will be included on the agenda for separate discussion only if a majority of the Board has questions about Executive Director compliance or reasonable interpretation or if policy content is to be debated. Otherwise EL monitoring reports will be included in the consent agenda.
5. Executive Director remuneration and benefit package will be decided at the annual Spring Board Meeting.
6. One of the two board meetings either the Spring or Fall meeting will be held in Dallas, Texas and the annual meeting will be held in conjunction with the annual convention.
7. ASF Board members shall be appointed at the Spring Board meeting.

# Policy Type: Governance Process

## Agenda Planning (continued)

(GP-8)

Each agenda will contain items according to the following schedule:

### Spring Meeting:

GP-1  
GP-2  
GP-3  
GP-4  
GP-6  
GP-7  
GP-9  
GP-10  
GP-13  
GP-15A  
GP16

B/CR-1  
B/CR-2  
B/CR-3  
B/EDR-1  
B/EDR-2  
B/EDR-3  
B/EDR-4

EL-1  
EL-3  
EL-5  
EL-6  
EL-8  
EL-9  
EL-10  
EL-12

### Fall Meeting:

GP-1  
GP-2  
GP-7  
GP-8  
GP-9  
GP-10  
GP-11  
GP-12  
GP-13  
GP-14  
GP-15  
GP-17  
B/CR-1  
B/CR-2  
B/CR-3  
B/EDR-1  
B/EDR-2  
B/EDR-3  
B/EDR-4  
B/EDR-5  
B/EDR-5.1  
B/EDR-5.2

EL-2  
EL-3  
EL-4  
EL-7  
EL-8  
EL-9  
EL-10  
EL-12

### Convention Meeting:

GP-5  
GP-7  
GP-8  
EL-8  
EL-11  
EL-12  
EL-13  
E – 6



# **Policy Type: Governance Process**

## **Agenda Planning (continued)**

**(GP-8)**

**Each agenda will contain items according to the following schedule:**

### **Spring Meeting:**

**CL-1**

**CL-2**

**E-1**

**E-2**

**E-3**

**E-4**

**E-5**

**E-6**

### **Fall Meeting:**

**CL-1**

**CL-2**

**E-1**

**E-2**

**E-3**

**E-4**

**E-5**

**E-6**

### **Convention Meeting:**

**Adopted: 05-12-2003**

**Revised: 05-31-2019**

**Monitoring Method: Board Self-Assessment**

Effective 11/13/2019

Page 22 of 97

**Monitoring Frequency: Fall & Convention**

## **Policy Type: Governance Process**

### **Board Member Code of Conduct**

**(GP-9)**

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

Accordingly:

1. Board Members shall maintain confidentiality appropriate to sensitive issues and information that otherwise may tend to compromise the integrity or legal standing of the Board, especially those matters discussed in closed and/ or Executive Session.
2. Board Members will be properly prepared for Board participation.
3. Board members will represent the interests of the members of the entire corporation. This accountability to the whole corporation supersedes:
  - A. Any conflicting loyalty a Board member may have to other advocacy or interest groups,
  - B. Loyalty based upon membership on other boards or staffs,
  - C. The personal interest of any Board member acting as a consumer of the corporation's services.
4. Board members may not attempt to exercise individual authority over the organization:
  - A. Member interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board, and
  - B. Member interaction with the public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
  - C. Members will not make individual evaluations of Executive Director or staff.
5. Board members agree to abide by the ALOA-SPAI Bylaws and the code of ethics.
6. Ambassadors agree to abide by the same code of conduct as sitting Board members.

**Adopted: 05-12-2003**

**Revised: 10-30-2011**



**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Governance Process**

### **Board Member Covenants**

**(GP-10)**

In order to build and maintain productive and effective relationships, Board members shall maintain a system of communication and interaction that builds upon mutual respect and trust.

#### **Accordingly, Individual Board members, Trustees will:**

1. Exercise honesty in all written and interpersonal interaction.
2. Demonstrate respect for the opinions of others.
3. Focus on issues rather than on personalities.
4. Maintain focus on common goals.
5. Communicate in a timely manner to avoid surprises.
6. Respect, by not undermining decisions of the full Board.
7. Withhold judgment on issues until all members have the opportunity to be equally informed.
8. Seek first to understand, then to be understood.
9. Maintain appropriate confidentiality.
10. Openly and candidly share individual concerns, information and knowledge.
11. Take the initiative to communicate and ask questions for clarification.
12. Give direction as the whole, not as individuals.
13. Make every reasonable effort to protect the integrity and promote the positive image of the association and one another.
14. Encourage and value membership involvement.
15. Accept as final the majority vote of the board unless circumstances, information, or data suggest reconsideration.

#### **Individual Board Members, Trustees will not:**

1. Embarrass each other or the association.
2. Intentionally mislead or misinform each other.
3. Maintain hidden agendas.
4. Assume responsibility for resolving operational problems or complaints.
5. Serve as Directors until they have completed governance training.

**Adopted: 05-12-2003**

**Revised: 10-30-2011**

**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Governance Process**

### **Board Member Conflict of Interest**

**(GP-11)**

Board members are expected to avoid conflicts of interest involving any matter pending before the Board. A conflict of interest is deemed to exist when a member is confronted with an issue in which the member has a personal or pecuniary interest or an issue or circumstance that could render the member unable to devote complete loyalty and singleness of purpose to the membership's interest. A Board member owes to the Board a fiduciary duty to act in the best interest of the corporation.

Accordingly:

1. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
2. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
3. 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.
4. Board members must not use their positions to obtain employment for themselves, family members or close associates in the corporation. Should a member desire employment, he or she must first resign.
5. Members will include in their Convention Board meeting Reports their disclosure of outside organizations, vendors, or any other association that might produce a conflict.
6. Members will comply with State and federal laws pertaining to conflict of interest. Nothing in this policy restricts or affects a Board member's duty to comply with those laws.
7. Board Members shall not accept a gift of substantial value or economic benefit that would tend to improperly influence a reasonable person, or which the Board member knows or should know is primarily for the purpose of a reward for official action.
8. Board Members shall not receive any compensation for services as a Board member rendered to the association from any source except Board compensation and reimbursement of expenses incurred as a Board member, with the exception of taking available classes at no charge, at the Annual ALOA Convention, and if offered, at the divisional association conventions. Lab fees are to be paid by the commitments and, if taken on a free basis, shall not take away a seat by a paying member/student. Classes taken must not interfere with other Board duties or commitments.

**Adopted: 05-12-2003**

**Revised: 05-25-2013**

**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Fall**

## **Policy Type: Governance Process**

### **Process for Addressing Board Member Violations (GP-12)**

The Board and each of its members are committed to faithful compliance with the provisions of the Board's policies. In the event of a member's willful and continuing violation of policy, the Board may seek remedies as follows:

1. Conversation in a private setting between the offending member and the President or other individual member and/or the Board's attorney;
2. Discussion between the offending member and the full Board;
3. Public censure of the offending member of the Board;
4. A Board member may be ejected from a meeting and censured by a 2/3 vote of the remaining Board members in attendance.
5. Any Board Member (other than the Non Voting Directors) may be removed for cause by the members electing such director.
6. Future travel and board reimbursements will be effected.

**Adopted: 05-12-2003**  
**Revised: 05-25-2013**

**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Fall**

## **Policy Type: Governance Process**

### **Board Member Travel**

**(GP-13)**

The Board believes it is the duty and commitment of every board member to be an effective board member by becoming informed about issues and resources affecting membership.

Board members shall not fail to:

1. Take advantage of educational opportunities to broaden and enrich their service to the corporation,
2. Provide a tentative travel itinerary to the President at the fall meeting. The request should include estimated cost of travel to each event.
3. Attend at least one local or regional meeting or convention per year, in their district. The President must be advised of Directors intention to travel. After budgeted amount is used, Presidential authorization is required for additional events.
4. Follow fiscal practices of the corporation for travel, including seeking reimbursement only for those expenses actually incurred by the board member and conserving resources where practical,
5. Promptly produce receipts for all expenditures for which reimbursement is sought.
6. Submit a written report to the Board describing the activity and its benefit to the corporation before reimbursement will be made.

Board members-elect:

1. Board members-elect shall be required to complete governance training prior to taking office.
- ~~2.~~ Board Members-elect are not eligible for Board expense reimbursement until taking office the day after the close of convention.

**Adopted: 05-12-2003**

**Revised: 05-25-2013**



**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Governance Process**

### **Cost of Governance**

**(GP-14)**

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

Accordingly:

1. Board skills, methods, and support will be enough to assure governing with excellence.
  - A. Training and retraining will be done annually to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
  - B. Outside monitoring assistance will be arranged so that the board can exercise excellent governing. This includes, but is not limited to, fiscal audit.
  - C. Methods will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be cautiously incurred, without endangering the development and maintenance of governance.

**Adopted: 05-12-2003**

**Revised: 10-18-2003**

Effective 11/13/2019

Page 34 of 97

**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Fall**

# Policy Type: Governance Process

## Corporate Relationships

(GP-15)

The following is an overview of legal considerations concerning multiple corporations as it pertains to the relationship of ALOA, The Foundation, and Associations.

1. Legal Aspects of Board Service
  - A. Corporate Veil - The so-called "corporate veil" refers to the legal protection afforded individuals from acts attributed to the corporation. In short, individuals are not liable for the actions of the corporation.
  - B. Exceptions - Acts of an individual that are illegal and/or grossly negligent may lessen or eliminate the protection afforded by the corporate veil.
  - C. Corporations have similar protection. One corporation, even if it owns another, is not usually liable for the actions of the owned corporation under many circumstances. When, however, one corporation is excessively involved in the management of another, the corporate veil may not offer full protection.
2. Insurance
  - A. Officers and Directors Liability Insurance and Liability Insurance - Our insurance is purchased as one policy with the Foundation included for an additional premium.
  - B. This insurance is provided to protect the corporations and the individual directors (and employees) from lawsuits.
  - C. An individual may *not* be covered by these policies if he has acted outside of his authority. He may *not* be covered if he has done something illegal. Insurance companies frequently look for ways that payments can be avoided.
  - D. Our policy specifically does *not* cover suits brought by one insured director against another or one Insured Corporation against another. Such suits might not be covered even by separate policies if the relationship of the corporations and/or individuals is too close.
3. Speaking with one voice - the doctrine of apparent authority.
  - A. The corporation can be held liable for the activities of board members and staff even if the leadership of the corporation neither authorized nor ratified the acts or even if the leadership had no knowledge that the acts had occurred.
4. Discussing the business of the related corporations.
  - A. Discussion by a board concerning the business of another corporation, even when there is no formal action, such as a vote, is improper. Such discussion can tear the "corporate veil" as described above.
  - B. It is proper to discuss the legal business that one corporation has with another. For example, the ALOA board will elect Foundation directors. It would be proper to discuss the qualifications of candidates relative to the business of the Foundation.
  - C. When business concerning another corporation is being discussed, it is proper for board members of the other corporation to disclose this affiliation. There is no requirement for the members of other boards to recuse themselves from discussion or voting.

## Policy Type: Governance Process

### Corporate Relationships (Continued)

(GP-15)

#### 5. The ALOA Scholarship Foundation

1. The Foundation is organized under the provisions of Section 501 (c) (3) of the IRS Code. It qualifies as an educational, tax-exempt corporation.
2. The primary difference is ownership. It is self-owned. ALOA does *not* "own" the Foundation. ALOA SPAI has only two responsibilities to the Foundation.
3. The Board of Directors of ALOA SPAI elects the directors of the Foundation.
4. The Board of Directors of ALOA SPAI must approve any bylaws changes of the Foundation.
5. The ALOA SPAI board has no authority to remove an officer or director. The ALOA SPAI board cannot fill vacancies in these positions.
6. Donations to the Foundation qualify as tax deductions for the donor.
7. It would not be legal for donations to be made to the Foundation and the donation to be subsequently used by either ALOA or an Association without payment to the Foundation at "fair market value."

(Historical note: The Foundation was created in 1993. Prior to that there was a Scholarship Trust Fund. The Trust could not legally own property. The Trust was incorporated as the Foundation for the purpose of accepting the donation of SAVTA.)

## Policy Type: Governance Process

### Divisional Relationships:

(GP-15A)

All Divisions of ALOA SPAI must manage their divisions in accordance with this governance policy and any revisions.

#### 1. The relationship of ALOA SPAI, and divisions of ALOA SPAI

##### A. ALOA SPAI

1. ALOA SPAI is organized to qualify as a "business league" under the provisions of Section 501 (c) (6) of the Internal Revenue Service Code. The corporation is "not organized for Profit and no part of the net earnings of which inure to the benefit of any private shareholder or individual."
2. The corporation is member "owned." Members elect both the officers and directors.
3. Only the members electing an officer or director have the authority to remove same.
4. Only the members electing a director have the right to fill a vacancy in that directorship unless the members do not place forth and elect a candidate for that directorship. Then the board has the responsibility to fill that position until the next election.
5. The board may fill a vacancy in the office of President, Secretary and Directorship for the unexpired portion of that term.

##### B. The Safe and Vault Technicians Association (SAVTA)

1. SAVTA is not a corporation but is an Association owned by ALOA SPAI
2. Members elect the directors of the Association at the SAVTA annual convention and the directors will elect the officers.
3. Only the members electing an officer or director have the authority to remove same.
4. Only the members electing a director have the right to fill a vacancy in that directorship unless the members do not place forth and elect a candidate for that directorship. Then the board has the responsibility to fill that position until the next election.
5. Members need not be members of ALOA SPAI to be members of SAVTA
6. The President of this division shall have a seat on the ALOA SPAI board with full voting right to protect the interests of this division's members. If the membership in the division drops below five hundred (500), the division shall have two (2) years to regain the needed members before losing its voting rights. All costs to maintain this representation on the ALOA SPAI board are to be borne by the division.
7. Attendance at all ALOA SPAI board meetings, face to face or electronic, are mandatory. If the President is unable to attend he/she shall appoint a representative.

##### C. International Association of Investigative Locksmiths ( IAIL)

1. IAIL is not a corporation but is an Association owned by ALOA-SPAI.
2. Members elect the directors of the Association and the directors will elect the officers.
3. Only the members electing an officer or director have the authority to remove same.
4. Only the members electing a director have the right to fill a vacancy in that directorship

unless the members do not place forth and elect a candidate for that directorship. Then the board has the responsibility to fill that position until the next election.

## **Policy Type: Governance Process**

### **Divisional Relationships: (Continued) (GP-15A)**

5. The President of this division shall have a seat on the ALOA SPAI board with full voting right to protect the interests of this division's members. If the membership in the division drops below five hundred (500), the division shall have two (2) years to regain the needed members before losing its voting rights. All costs to maintain this representation on the ALOA SPAI board are to be borne by the division.
6. Attendance at all ALOA SPAI board meetings, face to face or electronic, are mandatory. If the President is unable to attend he/she shall appoint a representative.

#### **D. ALOA Latino**

1. Is an Association of ALOA-SPAI a corporation of Mexico wholly held by the Stockholders of ALOA-SPAI of Dallas Texas USA.
2. Members elect the directors of the Association and the directors will elect the officers.
3. Only the members electing an officer or director have the authority to remove same.
4. Only the members electing a director have the right to fill a vacancy in that Directorship unless the members do not place forth and elect a candidate for that directorship. Then the board has the responsibility to fill that position until the next election.
5. The President of this Association shall have a seat on the ALOA SPAI board with full voting right to protect the interests of this division's members. If the membership in the division drops below five hundred (500), the division shall have two (2) years to regain the needed members before losing its voting rights. All costs to maintain this representation on the ALOA SPAI board are to be borne by the division.
6. Attendance at all ALOA SPAI board meetings, face to face or electronic, are mandatory. If the President is unable to attend he/she shall appoint a representative.
7. Members need not be members of ALOA SPAI to be members of ALOA Latino.

#### **E. ALOA Institutional Locksmiths (AIL)**

1. AIL is not a corporation but is an Association owned by ALOA-SPAI.
2. Members elect the directors of the Association and the directors will elect the officers.
3. Only the members electing an officer or director have the authority to remove same.
4. Only the members electing a director have the right to fill a vacancy in that

directorship unless the members do not place forth and elect a candidate for that directorship. Then the board has the responsibility to fill that position until the next election.

## **Policy Type: Governance Process**

### **Divisional Relationships: (Continued) (GP-15A)**

5. The President of this division shall have a seat on the ALOA SPAI board with full voting rights to protect the interests of this division's members. If the membership in the division drops below five hundred (500), the division shall have two (2) years to regain the needed members before losing its voting rights. All costs to maintain this representation on the ALOA SPAI board are to be borne by the division.
6. Attendance at all ALOA SPAI board meetings, face to face or electronic, are mandatory. If the President is unable to attend he/she shall appoint a representative.



**Adopted: 05-12-2003**  
**Revised : 11-17-2013**  
**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Fall**

## **Policy Type: Governance Process**

### **Executive Director's Job Description**

**(GP-16)**

The Executive Director of ALOA SPAI shall perform all of the duties and all of the obligations as may be provided and determined in the articles of Incorporation, the Bylaws of the Corporation, and the Governance Policies established by the Board of Directors. The Executive Director shall be solely responsible for the hiring, termination, supervision, promotion, and compensation of the employees of the corporation (except the Executive Director and Comptroller), within budgetary constraints determined by the Board.

**See GP-7 #3A For additional guidelines on Managers.**

**Adopted: 04-10-2010**

**Revised: 10-30-2011**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Spring**

Effective 11/13/2019

Page 42 of 97

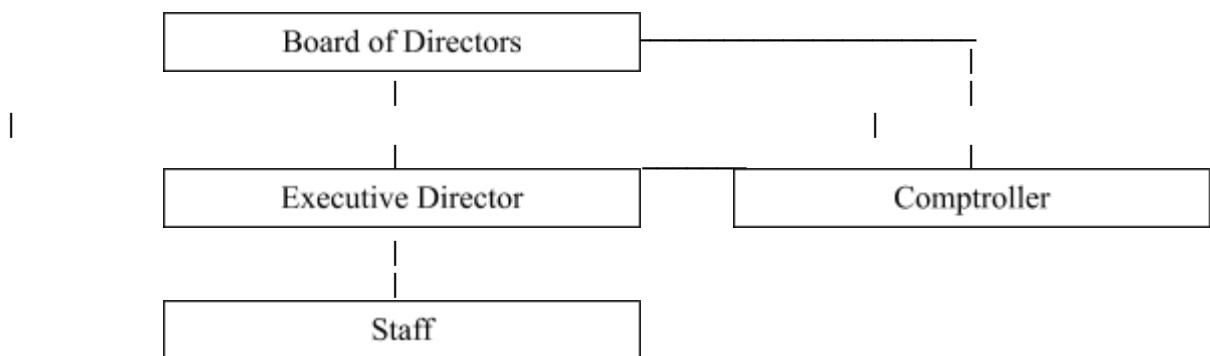
## Policy Type: Board/Executive Director Relationship

### Global Governance-Management Connection

(B/EDR-1)

The Board's manner of direction of the operational organization is through the Executive Director and the Comptroller.

Organizational Chart



**Adopted: 05-12-2003**  
**Revised: 08-15-2011**  
**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Board/Executive Director Relationship**

### **Unity of Control**

**(B/EDR-2)**

Only decisions of the Board acting as an entity are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director may refuse such requests that, in the Executive Director's opinion, require a material amount of staff time or resources or that is disruptive or unreasonable unless acting under the direction of the Board.

**Adopted: 05-12-2003**

**Revised: 10-30-2011**  
**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Board/Executive Director Relationship**

### **Accountability of the Executive Director**

**(B/EDR-3)**

All authority over and accountability of staff is considered to be the responsibility of the Executive Director.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The Board will not formally evaluate any staff member other than the Executive Director and the comptroller.
3. Except as required by law, the Board will not participate in decisions or actions involving the hiring, evaluating, disciplining or dismissal of any employee other than the Executive Director and the Comptroller. The Executive Director must confer with the Executive Director Advisory Committee prior to creating a new Department Head or Managers position or the termination of an existing Department Head or Manager as per GP7 #3.
4. The Board will view Executive Director Performance equivalent to the corporation's performance. The Board will view the accomplishments of ends as successful Executive Director Performance, without consideration of type of means to accomplish such set ends.

**Adopted: 05-12-2003**

**Revised: 08-15-2011**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Spring & Fall**

Effective 11/13/2019

Page 47 of 97





## **Policy Type: Board/Executive Director Relationship**

### **Delegation to the Executive Director**

**(B/EDR-4)**

The Board will instruct the Executive Director through written policies that prescribe the organizational ends to be achieved and describe organizational situations and actions to be avoided. The Board will support any reasonable interpretation of those policies by the Executive Director except as limited by the Executive Director Advisory Committee description in GP7 #3..

Accordingly:

1. The Board will develop policies instructing the Executive Director to achieve defined end results for identified recipients at a specified 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 Executive Director 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 Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, establish all practices and develop all activities the Executive Director deems appropriate to achieve the Board's Ends policies.
4. The Board may change its Ends and Executive Limitations policies prior to the Fall Board meeting, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. However, as long as any Board-specified delegation of authority is in place, the Board will respect and support any reasonable interpretation of its policies, even though the Executive Director's choices may not be the choices the Board or its members may have made.

**Adopted: 05-12-2003**

**Revised: 10-30-2011**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Spring & Fall**

Effective 11/13/2019

Page 49 of 97



## Policy Type: Board/Executive Director Relationship

### Monitoring Executive Director Performance

(B/EDR-5)

The Board will view Executive Director performance as being identical to corporations performance. Executive Director job performance will be monitored systematically against the only Executive Director job expectations: reasonable progress toward organizational accomplishment of the Board's Ends policies and organizational operation within boundaries established in the Board's Executive Limitations policies.

Accordingly:

1. Monitoring determines the degree to which Board policies are being met. Information not formally presented as monitoring data and that does not contribute directly to this purpose is not considered monitoring data.
2. The Board will acquire monitoring data on Ends and Executive Limitations policies by one or more of three methods by:
  - A. **Internal report**, in which the Executive Director discloses information and certifies compliance to the Board;
  - B. **External report**, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; and/or
  - C. **Direct Board inspection**, in which the whole Board formally assesses compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be whether the Executive Director has reasonably interpreted the Board policy being monitored and determination of whether reasonable progress is being made toward achieving the Board's Ends policies. The Board will make the final determination as to whether an Executive Director interpretation is reasonable and whether reasonable progress is being made.
4. All policies that instruct the Executive Director will be monitored on schedule and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but as a rule will depend upon the following schedule and method:

<b>Executive Limitations Policies Method</b>	<b>Method</b>	<b>Frequency</b>
EL-1 Global Executive Constraint	Internal	Spring
EL-2 Emergency Executive Director Succession	Internal	Fall
EL-3 Treatment of Members	Internal	Spring & Fall
EL-4 Staff Treatment	Internal	Fall
EL-5 Staff Compensation	Internal	Spring
EL-6 Staff Evaluation	Internal	Spring
EL-7 Budgeting/Financial Planning	Internal	Fall
EL-8 Financial Administration	Internal/External	Spring, Fall & Convention
EL-9 Asset Protection	Internal	Spring & Fall
EL-10 Communication and Counsel to the Board	Internal	Spring & Fall
EL-11 Annual Report to Membership	Internal	Convention
EL-12 Communication	Internal	Spring, Fall, & Convention
EL-13 New Programs	Internal	Spring, Fall, & Convention



## **Policy Type: Board/Executive Director Relationship**

### **Monitoring Executive Director Performance (continued) (B/EDR-5)**

5. Each Fall Board meeting, the Board will conduct a formal summative evaluation of the Executive Director. The summative evaluation will be based upon data collected during the year, and will be held by the Secretary for future review, for the monitoring of Board policies on Ends and Executive Limitations. The Board will prepare a written evaluation document. The Executive Director and the Board will review the document in closed session.
6. The evaluation document will consist of:
  - A. A summary of the data derived during the year from monitoring the Board's policies on Ends and Executive Limitations,
  - B. Conclusions based upon the Board's prior action during the year relative to whether each End has been achieved or whether reasonable progress has been made toward its achievement,
  - C. Conclusions based upon the Board's prior action during the year relative to whether the Executive Director has operated properly within the boundaries established by the Executive Limitations policies, and
  - D. A summary of the Executive Director's strengths and weaknesses relative to achievement of the Ends policies and operation within the boundaries established in the Executive Limitations policies.
7. Nothing in this policy is intended to imply the establishment of any personal rights not explicitly established by statute, contract or Board policy. This policy in no way limits the Board's right to remove the Executive Director as authorized by law. All employment decisions related to the Executive Director remain the sole discretion of the Board.

**Adopted: 05-08-2004**

**Revised: 05-31-2019**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Fall**

Effective 11/13/2019

Page 53 of 97



# Policy Type: Board/Executive Director Relationship

## Annual Summative Evaluation of the Executive Director (B/EDR-5.1)

The Board's Policy B/EDR-5 Monitoring Executive Director Performance provides that:

Each Fall Board meeting, the Board will conduct a formal summative evaluation of the Executive Director. The summative evaluation will be based upon accumulated data derived from monitoring Board policies on Ends, Executive Limitations, and the audit committee report for the prior year. The Board will prepare a written evaluation document. The Executive Director and the Board will review the document in closed executive session.

The purpose of the annual evaluation of the Executive Director is to summarize the actions previously taken by the Board as it monitored Ends and Executive Limitations policies during the year and to draw conclusions on the basis of the summary of that on-going monitoring process relative to organizational performance and consequently the Executive Director's performance.

During the preceding year, the Board monitored the following Ends and Executive Limitations policies, with acceptance of monitoring reports considered to be evidence of satisfactory organizational and Executive Director performance.

- EL-1 Global Executive Constraint
- EL-2 Emergency Executive Director Succession
- EL-3 Treatment of Members
- EL-4 Staff Treatment
- EL-5 Staff Compensation
- EL-6 Staff Evaluation
- EL-7 Budget/Financial Planning
- EL-8 Financial Administration
- EL-9 Asset Protection
- EL-10 Communication and Counsel to the Board
- EL-11 Annual Report to the Memberships
- EL-12 Communication
- E-1 Legislation –
- E-2 Recognition -
- E-3 Education -
- E-4 Communication -
- E-5 Professionalism -

(Copies of each Monitoring Report are appended.)

Based upon the Board's prior acceptance of these reports, with any exceptions noted, and the on-going monitoring of the organization's and the Executive Director's performance during the preceding year, the Board reaches the following conclusions relative to Executive Director performance:

---

---

---

---

---

---

---

---

---

---





**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Fall**

## **Policy Type: Board/Executive Director Relationship**

### **Salary and Benefits of the Executive Director (B/EDR-5.2)**

There is no employment contract between the organization and the Executive director however the Executive Director must give no less than ninety (90) days' notice to the Board of Directors if he/she plans to terminate employment with the organization. The Board has the option to accept this notice or relieve the executive director of his duties at any time.

- C. Salary; The Board shall review the executive director at each Fall Board meeting as required by governance. His/her remuneration shall be reviewed for adjustments based on the following criteria and any others the Board finds appropriate.
  - i. Experience
  - ii. Schooling Education
  - iii. Certifications
  - iv. Financial health of the organization
  - v. Longevity with the organization
  - vi. Management of member growth and member benefits
  - vii. Ability to achieve goals as written in Governance Ends
  
- D. Bonus; The Executive Director's bonus shall be based upon the profit of ALOA SPAI. The Executive Director shall be awarded a yearly bonus each spring based on the percentage of profits above the mandated four (4) percent net profit stipulated in governance for the previous year. The bonus shall be one (1) percent of the Executive Directors salary for each one (1) percent above the mandated four (4) percent net profit of the organization that is achieved.
  
- E. Benefits; The Executive Director shall have the same benefits as the employees of the organization as written in the current employee manual. The Executive Director shall not change the current employee benefit policy without Board approval.
  - i. There shall be no reimbursement for spouse travel expenses but the board authorizes the Executive Director to use ALOA SPAI Corporate miles for his/her spouse to travel with him/her.

**Adopted: 08-15-2011**

**Revised: 05-31-2019**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Spring**

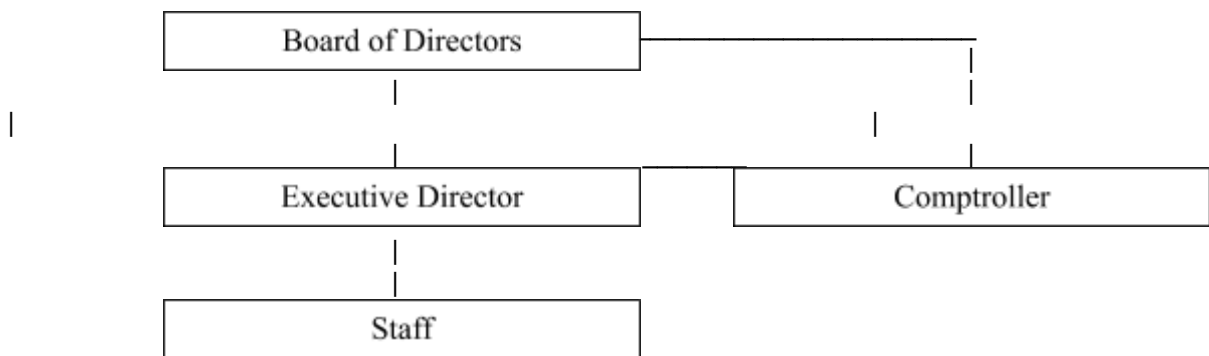
## Policy Type: Board/Comptroller Relationship

### Global Governance-Management Connection

(B/CR-1)

The Board's manner of direction of the operational organization is through the Executive Director and the Comptroller. The Comptroller reports to the Executive Director as a Staff officer and to the board as an employee. The Executive Director may not change the Salary or Benefits of the Comptroller or terminate the comptroller without Board approval. However the board retains the right to terminate the comptroller without the Executive Director's authorization.

### Organizational Chart:



**Adopted: 04-10-2010**

**Revised 08-15-2011**

**Monitoring Method: Board Self-Assessment**

**Monitoring Frequency: Spring & Fall**

## **Policy Type: Board/Comptroller Relationship**

### **Financial Administration**

**(B/CR-2)**

The Comptroller's duties are to supervise accounting and financial reporting within the organization. The Comptroller oversees accounting and the implementation and monitoring of internal controls with respect to the actual, ongoing condition of the corporation's financial health. The Comptroller shall not cause or allow a material deviation from the annual budget or budgetary policy adopted by the Board, cause or allow any financial condition that is inconsistent with achieving the Board's Ends, or that places the long-term financial health of the corporation in jeopardy without immediately notifying the President, the Audit Committee Chair and the Executive Director unless those infractions include the Executive Director.

Accordingly, if the Comptroller becomes aware of any of the following conditions the comptroller must immediately notify the President, Audit Committee Chair and the Executive Director unless those infractions include the Executive Director.

#### **Additionally, the Comptroller shall not:**

1. Operate outside the total budget without prior approval from the Board.
2. Fail to settle payroll debts in a timely manner.
3. Allow tax payments or other government-ordered payments or filings to become overdue or inaccurately filed.
4. Fail to invoice all monies owed to ALOA SPAI in a timely manner.
5. Fail to aggressively pursue receivables after a reasonable grace period.
6. Fail to immediately report any known violation of sections EL-5 through EL-9 of Governance to the President and Audit Committee.
7. Fail to provide Financial Statements and check registers monthly to the Executive Director, President and Audit Committee for the purpose of reviewing the financial activity of the corporation.
8. Fail to provide for the board a comprehensive financial report with comments at each Spring, Convention and Fall board meetings.

**Adopted: 04-10-2010**

**Revised : 10-21-2012**

Effective 11/13/2019

Page 61 of 97

**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring & Fall**

**Policy Type: Board/Comptroller Relationship**  
**Unity of Control**

**(B/CR-3)**

Only decisions of the Board acting as an entity are binding on the Comptroller

Accordingly:

1. Decisions or instructions of individual Board Members, Officers, or Committees are not binding upon the Comptroller.
2. In the case of Board Members or Committees requesting information or assistance without Board authorization, the Comptroller may refuse such requests that, in the Comptroller's opinion, require a material amount of staff time or resources or that is disruptive or unreasonable.

**Adopted: 04-10-2010**  
**Revised : 08-15-2011**

**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Executive Limitations**

### **Global Executive Constraint (EL-1)**

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance which is unlawful, unethical, unsafe, disrespectful, imprudent, immoral, disreputable or in violation of Board policy or common business and professional practices.

1. Nepotism shall not be permitted.
2. The Executive Director position is a full-time salaried position. Full or part time employment by any other entity is not permitted. The Executive Director will not serve on the Board of any entity without ALOA SPAI Board approval.
3. The Executive Director will not accept any gift that cannot be immediately consumed, nor allow any staff member to accept any gift with value exceeding \$60.00 without disclosure to the Board.

**Adopted: 05-12-2003**  
**Revised: 10-30-2011**



**Monitoring Method: Internal Report**  
**Monitoring Frequency: Spring**

## **Policy Type: Executive Limitations**

### **Emergency Executive Director Succession**

**(EL-2)**

**In order to protect the Board in the event of sudden and unexpected loss of Executive Director services, the Executive Director shall not fail to assure that at least one other executive staff member is familiar with Board and Executive Director issues and processes and is capable of assuming**

#### **EMERGENCY SUCCESSION PLAN:**

#### **Procedure for the Appointment of an Acting Executive Director in the Event of an Unplanned Absence of the Executive Director**

##### ***A. Rationale***

In order to ensure the continuous coverage of executive duties critical to the ongoing operations of ALOA SPAI and its services to its members, the Board of Directors has adopted the following policies and procedures for the temporary appointment of an Acting Executive Director in the event of an unplanned and extended absence of the Executive Director. While the Board acknowledges that such an absence is highly improbable and certainly undesirable, it also believes that due diligence in exercising its governance functions requires that it have an emergency executive succession plan in place. It is expected that this plan will ensure continuity in external relationships and in staff functioning.

##### ***B. Priority functions of the Executive Director position at ALOA SPAI***

The key functions of the Executive Director to be covered by an acting director are:

1. Serve as the chief staff executive, staff representative to the Board of Directors, and ALOA SPAI staff spokesperson to the membership and the industry.
2. Support the Board of Directors.
  - a) Ensure integrity and strength of Board leadership and address issues around clarity of role, governance, bylaws/policies, corporate structure, and membership.
  - b) Assist with the orientation of new Board members.
  - c) Present Executive reports to the Board of Directors.
- d) Attend and provide assistance with the planning of Board meetings and various Committee meetings.
3. Convene and lead the Staff Management Team.
4. Implement the organizations' existing short-range and long-range programs and project goals.
5. Identify overall resource development goals.
6. Establish, maintain and cultivate relations with manufacturers, distributors and other resources to support corporation programs and activities.
7. Maintain accountability for current year operating budget and financial controls.

##### ***C. Succession plan in the event of a temporary, unplanned absence***

###### ***-- SHORT-TERM (less than 3 months)***

1. A temporary absence is one in which it is expected that the Executive Director will return to his/her position once the events precipitating the absence are resolved.
2. An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation or a sabbatical. A short-term absence is 3 months or less.

## **Policy Type: Executive Limitations**

### **Emergency Executive Director Succession (Continued) (EL-2)**

3. The Board of Directors authorizes the Executive Committee, made up of the President, Secretary and Audit Committee Chairman to implement the terms of this emergency plan in the event of the unplanned absence of the Executive Director. In the event of an unplanned absence of the Executive Director, the staff member identified by the Executive Director in his annual report to the Board of Directors shall immediately inform the President of the absence. As soon as is feasible, the President shall convene a meeting of the Board of Directors to affirm the procedures prescribed in this plan or to make modifications the Board deems appropriate.
4. The Executive Director will maintain responsibility for identifying to the Board which of the management team is best prepared to serve as Acting Executive Director in the absence of the Executive Director. If that identified individual is unable to serve for any reason, the back-up appointee will be appointed by the Board of Directors. The Executive Committee may also consider the option of splitting executive duties among the designated appointees.
5. The Executive Director shall develop a mentoring plan for training the identified staff member in each of the priority functions of the Executive Director which are listed above (section 2).
6. The Acting Executive Director shall receive a Bonus up to 20% above his/her current salary.
7. As with an Executive Director, the Executive Committee of the Board will have responsibility for monitoring the work of the Acting Executive Director. The Executive Committee will also be alert to the special support needs of the executive in this temporary leadership role.
8. As soon as possible after the Acting Executive Director has begun covering an unplanned absence, Board members and the Acting ED shall communicate the temporary leadership structure to the members of ALOA SPAI.

#### ***D. Succession plan in event of a temporary, unplanned absence -- LONG-TERM (more than 3 months).***

1. If the Executive Director is going to be absent more than three (3) months, this shall be considered abandonment of his/her position and the board shall allow the Acting Executive Director to run the operations until a permanent new Executive Director is hired.
2. A long term absence is one that is expected to last more than 3 months. The procedures and conditions to be followed shall be the same as for a short-term absence with one addition -- The Executive Committee will give immediate consideration to whether ALOA SPAI should engage an Acting External Director from outside the organization.

## **Policy Type: Executive Limitations**

### **Emergency Executive Director Succession (Continued) (EL-2)**

- a. If the identified staff member serves as the Acting Executive Director, the Executive Committee should evaluate with the Acting Executive Director, the potential need to temporarily backfill the management position left vacant by the Acting Executive Director. This is in recognition of the fact that, for a term of more than 3 months, it may not be reasonable to expect the Acting Executive Director to carry the duties of both positions. The position description of a temporary manager would focus on covering the priority areas in which the Acting Executive Director needs assistance.

#### ***E. Succession plan in the event of a PERMANENT ~~unplanned~~ absence.***

1. A permanent absence is one in which the Executive Director has resigned or has been relieved of his/her duty and will not be returning to the position.
2. The procedures and conditions shall be the same as for a long-term temporary absence.
3. In addition -- The Board of Directors shall appoint a Transition and Search Committee to plan and carry out a transition to a new permanent Executive Director.

**Adopted: 05-12-2003**

**Revised: 10-21-2012**

Effective 11/13/2019

Page 68 of 97

**Monitoring Method: Internal Report**  
**Monitoring Frequency: Fall**

## **Policy Type: Executive Limitations**

### **Treatment of Owners (Members)**

**(EL-3)**

With respect to interactions with members or those applying for membership, the Executive Director shall not cause or allow conditions, procedures, actions or decisions which are unlawful, unethical, unsafe, disrespectful, disruptive, undignified, immoral, disreputable, or in violation of Board policy.

Accordingly, the Executive Director may not:

1. Use methods of gathering, transmitting, storing, and managing information that fail to protect confidential information.
2. Fail to provide for effective handling of complaints.
3. Fail to protect against wrongful or illegal conditions.
4. Fail to establish policies and procedures to ensure organizational compliance with all federal and state laws.
5. Fail to establish policies and procedures to ensure against racial, religious, ethnic, gender, disability and age discrimination.
6. Fail to establish policies and procedures to assure an organizational culture that conforms to the following values:
  - A. Honesty in all written and interpersonal interaction.
  - B. Respect for the opinions of others.
  - C. Focus on issues rather than on personalities.
  - D. Focus on common organizational goals as expressed in Board Ends policies.
  - E. Timely communication.
  - F. Appropriate confidentiality.
  - G. Open sharing of personal concerns.
  - H. Willingness to openly share information and knowledge.
  - I. Willingness to protect the integrity and promote the positive image of the corporation, its leaders and staff.
7. Fail to follow board policy of a clear method that allows members to reinstate their membership after a gap of membership. Current policy is to allow a member to reinstate his/her membership if the gap has been less than 3 years. If greater than 3 years, the member must apply for new membership whether or not they keep their original membership number.
8. Fail to provide member services in a timely manner.
9. Maintain facilities that fail to provide a reasonable level of privacy, both visual and aural.
10. Fail to establish a clear understanding of what members can expect or not to expect from the service offered.
11. Fail to take reasonable steps to inform members of those policies and procedures that affect them.
12. Fail to include a background check on new individual members residing in the United States and territories.
13. Fail to present questionable membership applications to the board for approval or denial.
14. Fail to develop, communicate, and encourage an appropriate business-like dress code at all ALOA SPAI conventions and functions.
15. Fail to provide the Board with a current grievance policy and procedures manual and post this information on the web site.

**Adopted: 05-08-2004**

**Revised: 05-25-2013**

**Monitoring Method: Internal Report**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Executive Limitations**

### **Treatment of Staff**

**(EL-4)**

With respect to treatment of paid and volunteer staff, the Executive Director shall not cause or allow conditions, procedures, actions or decisions which are unlawful, unethical, unsafe, disrespectful, disruptive, undignified, immoral, disreputable or in violation of Board policy.

Accordingly, the Executive Director may not:

1. Fail to develop procedures for reasonable background inquiries and checks prior to hiring any paid personnel or utilizing the services of any volunteers who have unsupervised contact with members.
2. Operate without written human resources/personnel administrative policies which:
  - A. Clarify personnel rules and procedures for staff.
  - B. Provide for effective handling of grievances.
  - C. Include adequate job descriptions for all staff positions.
  - D. Include salary and compensation plans that comply with state law.
  - E. Include an effective personnel performance evaluation system.
  - F. Establish procedures for reductions in force.
  - G. Protect against sexual harassment.
  - H. Protect against racial, religious, gender, age, disability and ethnic bias or discrimination.
  - I. Provide for a drug and alcohol free workplace.
3. Prevent employees from grieving to the Board when internal grievance procedures have been exhausted and the employee alleges that Board policy has been violated.
4. Fail to protect confidential information.
5. Fail to provide for open communication and the sharing of ideas.
6. Fail to provide staff with an opportunity to become familiar with the provisions of this policy.
7. Fail to allow staff member from expressing an unethical event.

**Adopted: 05-12-2003**

**Revised:**

**Monitoring Method: Internal Report**

**Monitoring Frequency: Fall**

Effective 11/13/2019

Page 72 of 97



## **Policy Type: Executive Limitations**

### **Staff Compensation**

**(EL-5)**

The Executive Director shall not fail to develop compensation and benefit plans that adequately reward employees consistent with organizations of comparable size and type and consistent with available resources.

Accordingly, the Executive Director may not:

1. Change his/her compensation and benefits.
2. Promise or imply permanent employment to any employee.
3. Fail to develop and implement salary schedules and pay plans for employees that:
  - A. Compensate the corporation's employees based upon their education and prior experience.
  - B. Provide that employees who fail to meet reasonable job expectations may not be retained.
  - C. Explore opportunities to link compensation with performance.
4. Fail to develop and implement compensation plans to attract and maintain top quality staff.
5. Create employee contracts.
6. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
  - A. Incur unfunded liabilities.
  - B. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity are not prohibited.
  - C. Allow any employee to lose benefits already accrued from any foregoing plan.
  - D. Treat the Executive Director differently from other key employees.
7. Allow all staff (excluding the E.D but including the Comptroller) compensation, benefits, payroll taxes, and bonuses to exceed 30% of ALOA SPAI's gross revenues during any fiscal year without Board approval. If any current positions as of 04/18/2009 are outsourced, the corresponding costs shall be included in the above listed percentage.

**Adopted: 05-12-2003**

**Revised: 04-10-2010**

**Monitoring Method: Internal Report**  
**Monitoring Frequency: Spring**

## **Policy Type: Executive Limitations**

### **Staff Evaluation**

**(EL-6)**

With respect to evaluation of employees, the Executive Director shall not fail to develop an evaluation system that links employee performance with their contribution toward achieving the Board's Ends policies and their compliance with the Board's organizational limitations policies.

Accordingly, the Executive Director may not:

1. Fail to develop and administer an evaluation system for all personnel that are designed to:
  - A. Improve performance.
  - B. Measure improvement, development and performance.
  - C. Document unsatisfactory and excellent performance.
  - D. Link performance with multiple measures of member performance if applicable.
  - E. Assure that education / training time is used to the maximum advantage of members.
2. Fail to provide to the Board an annual report on the effectiveness of the evaluation system and its alignment with the Board's Ends policies.

**Adopted: 05-12-2003**

**Revised: 05-08-2004**

**Monitoring Method: Internal Report**

**Monitoring Frequency: Spring**

Effective 11/13/2019

Page 75 of 97



## **Policy Type: Executive Limitations**

### **Budgeting/Financial Planning**

**(EL-7)**

Financial planning for any fiscal year shall not deviate materially from the Board's Ends policies, risk fiscal jeopardy to the corporation or fail to be derived from a multi-year plan.

Accordingly, the Executive Director may not establish a budget which:

- a. Is not in a summary format understandable to the Board, and provides confidential copies to all voting board members marked "For Board Member Eyes Only" by December 20<sup>th</sup> of the prior year for which the budget is being developed.
- b. Fails to adequately describe revenues and expenditures.
- c. Fails to show the amount spent in each program or area for the most recently completed fiscal year, the amount budgeted for each program or area for the current fiscal year.
- d. Fails to disclose budget-planning assumptions.
- e. Proposes to reduce the current cash on hand at any time to an amount less than necessary to meet the corporation's commitments when due.
- f. Fails to provide adequate and reasonable budget support for Board development and other governance priorities, including the costs of fiscal audits, Board and committee meetings, Board memberships and corporation legal fees.
- g. Fails to take into consideration fiscal soundness in future years or ignores the building of organizational capabilities sufficient to achieve Ends in future years.
- h. Fails to reflect anticipated changes in employee compensation, including inflationary adjustments, step increases, performance increases and benefits, environmental influences and market conditions.
- i. Fails to separate capital items and projected monthly cash flow.
- j. Allows expenditures that are in excess of 96% of annual revenues, if cash reserves fall below \$500,000.00.
- k. Allows budgeted line item monies to be moved from one account to another without Board notification.
- l. Fails to increase membership dues by 3 percent (rounded up to the next whole dollar) annually.
- m. Fails to anticipate and provide funding for an annual convention.
- n. Fails to be based on prior 3-year history average and current market conditions but not to exceed the previous year's actual income total..
- o. Fails to include Comptrollers budget in the corporation's total budget.

**Adopted: 10-18-2003**

**Revised: 10-21-2012**

Effective 11/13/2019

Page 77 of 97

**Monitoring Method: Internal Report**  
**Monitoring Frequency: Spring**

## **Policy Type: Executive Limitations**

### **Financial Administration**

**(EL-8)**

With respect to the actual, ongoing condition of the corporation's financial health, the Executive Director shall not cause or allow a material deviation from the annual budget or budget policy adopted by the Board, cause or allow any fiscal condition that is inconsistent with achieving the Board's Ends, or that places the long-term financial health of the corporation in jeopardy.

Accordingly, the Executive Director may not:

1. Expend more than 100% of the income received during the fiscal year.
2. Indebt the organization except as provided by law.
3. Expend money from reserve accounts unless authorized by the Board.
4. Permanently transfer unencumbered monies from one account to another unless authorized by the Board.
5. Fail to settle payroll and debts in a timely manner.
6. Make any purchase without:
  - A. Exercising reasonable precaution against conflict of interest.
  - B. Having considered comparative prices based on items of similar quality.
  - C. Considering a balance between long-term quality and cost.
  - D. Receiving no less than 3 bids on purchases over \$10,000.00 and submits same to the Board for approval, and submits for approval any ordinary purchases over \$10,000 whose cost exceeds the similar previous purchase by 3%.
7. Receive, process or disburse money under controls that are insufficient under generally accepted accounting procedures.
8. Fail to arrange for the annual audit of all corporation money, assets and accounts following the close of the fiscal year.
9. Fail to aggressively pursue receivables after a reasonable grace period.
10. Fail to keep complete and accurate financial records of money, assets, and accounts in accordance with generally recognized principles of governmental accounting.
11. Fail to annually publish and post a financial condition statement.
12. Create an unfunded liability or borrow money without Board approval.
13. Fail to maintain a legislative assessment account to provide assistance for legislative activity in the U.S. The legislative assessment is set by the Board.
14. Lend association funds without Board approval.
15. Allow checks to be issued or contracts to be entered without the signatures of the Executive Director and the Comptroller, or either signer plus alternate emergency signer designated by both the Executive Director and the Comptroller. The Executive Director and Comptroller will remain jointly responsible for proper disbursement of corporation monies and execution of contracts.
16. Fail to have the comptroller provide financial statements to the President and audit committee monthly.
17. Fail to allow the President and audit committee chair direct access to the comptroller for the purpose of reviewing the financial activity of the corporation.
18. Sign or authorize any new or revised contract's or multiyear contract with a potential aggregate in excess of \$10,000 dollars without prior attorney review and Board approval.

**Policy Type: Executive Limitations**

**Financial Administration ( continued)**

**(EL-8)**



**Adopted: 05-08-2004**

**Revised: 10-21-2012**

**Monitoring Method: Internal report**

**Monitoring Frequency: Spring, fall, & Convention**

## **Policy Type: Executive Limitations**

### **Asset Protection**

**(EL-9)**

The Executive Director shall not allow assets to be unprotected, inadequately maintained, inappropriately used or unnecessarily risked.

Accordingly, the Executive Director may not:

1. Fail to obtain insurance coverage in appropriate amounts against theft and casualty losses to 100% of replacement value less deductibles of no more than \$5,000 per occurrence for fire or storm and no more than \$1,000 per occurrence for vandalism and theft.
2. Fail to insure the building for less than 80% of replacement value less a deductible of no more than \$10,000.
3. Fail to obtain insurance coverage against liability losses to Board members, staff and the association itself with limits of \$1 million per occurrence and \$2 million annual aggregate for comprehensive general liability and \$3 million per occurrence Directors and Officers Liability.
4. Allow employees not covered by blanket bonds to have access to money in amounts exceeding \$5,000.
5. Fail to take reasonable steps to ensure that the facilities and equipment are not subject to improper wear and tear or insufficient maintenance.
6. Recklessly expose the corporation, its Board or staff to legal liability.
7. Fail to protect intellectual property, information and files from loss or significant damage.
8. Fail to preserve and dispose of all records related to affairs or business of the corporation in accordance with state and federal law.
9. Invest any money in securities that are not authorized by state law.
10. Acquire or dispose of real property or any assets with a market value exceeding \$10,000.00 without Board approval.
11. Recklessly endanger the corporation's public image or credibility, thereby jeopardizing its ability to accomplish its mission.
12. Fail to evaluate on a cost-benefit basis contributions and donations by outside individuals and organizations.
13. Invest or hold the corporation's long term reserve in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non interest-bearing accounts.
14. Receive, process or disburse money under controls that are insufficient to meet the board-appointed auditor's standards.
15. Use long-term reserves without Board approval.
16. Fail to report the manner in which all monies are invested to the board.

**Adopted: 05-12-2003**

**Revised: 10-21-2012**

Effective 11/13/2019

Page 82 of 97

**Monitoring Method: Internal Report**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Executive Limitations**

### **Communication and Counsel to the Board**

**(EL-10)**

With respect to providing information and counsel to the Board, the Executive Director shall not fail to give the Board as much information as necessary to allow Board members to be adequately informed.

Accordingly, the Executive Director may not:

1. Fail to submit monitoring data required by the Board (see policy B/EDR-5-Monitoring Executive Director Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. Fail to advise the Board in a timely manner of trends, facts and information relevant to the Board's work.
3. Fail to advise the Board of significant transfers of money within accounts or other changes substantially affecting the corporation's financial condition.
4. Fail to provide for the Board as many staff and external points of view and opinions as needed for fully informed Board decisions.
5. Fail to advise the Board of anticipated significant media coverage.
6. Fail to advise the Board if, in the Executive Director's opinion, the Board or individual members are not in compliance with the Board's policies on Governance Process and Board-Staff Relations.
7. Present information in unnecessarily complex or lengthy form.
8. Fail to provide a mechanism for official Board, officer and committee communications.
9. Fail to work with the Board as a whole except when:
  - A. Fulfilling individual requests for information as long as such requests are not disruptive or do not require a material amount of staff time or resources.
  - B. Working with officers or committees duly charged by the Board.
  - C. Communicating with the President.
10. Fail to report in a timely manner any actual or anticipated noncompliance with any Board Ends or Executive Limitations policy.
11. Fail to inform the Board prior to publication, distribution, or dissemination of information to the general membership by supplying advance copies of same in written, printed, or electronic form.
12. Fail to inform the Board of his/her Long-term Plan for accomplishing the Ends.
13. Fail to effectively communicate to the board on not less than a monthly basis, outlining the most important current events relative to the administration of the association business.
14. Fail to provide the Board with up to date event times, dates, and locations upon arrival or prior to convention and other meetings.
15. Fail to stay current on governance procedures and Robert's Rules of Order, Newly Revised, Current Edition.

**Adopted: 05-08-2004**

**Revised: 04-18-2009**  
**Monitoring Method: Internal Report**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Executive Limitations**

### **Annual Report to the Membership**

**(EL-11)**

The Executive Director shall not fail to:

- 1: Prepare an annual progress report to the membership that includes the following items:
  - A. Member performance data indicating member progress toward accomplishing the Board's Ends policies.
  - B. Information about corporation strategies, programs and operations intended to accomplish the Board's Ends policies.
  - C. Revenues, expenditures and costs of major programs and elements of corporation operations.
- 2: Provide the membership with a verbal synopsis of the year's activities at the annual meeting of the membership.
- 3: Provide a written annual progress report and publish this report on the web site and in the convention issue of *Keynotes*.

**Adopted: 05-12-2003**

**Revised: 04-10-2010**

**Monitoring Method: Internal Report**

**Monitoring Frequency: Convention**

Effective 11/13/2019

Page 86 of 97

## **Policy Type: Executive Limitations**

### **Communication**

**(EL-12)**

The Executive Director shall not fail to provide industry related communications to the membership, public, and the industry as a whole that include, but are not limited to the following methods.

Accordingly, the Executive Director shall not fail to:

1. Web Site:
  - A. Provide verification that publications which relate to lock bypass techniques are sold only to members, persons who are verified locksmiths, or within a secure web environment which satisfies this limitation.
  - B. Provide general housekeeping of the web site on a continual basis to ensure the content is accurate, appropriate, timely, and typographically correct.
2. Keynotes Magazine:
  - A. Produce 11 issues annually.
  - B. Increase exposure to electronic products and emerging technologies.
    1. Provide a one or two month “Try Me” with an on-line magazine, members will receive both on-line and printed versions. Go Green members will receive the on-line version and can still download their magazine from the web site.
3. Press Releases:

**Adopted: 09-23-2006**  
**Revised: 10-15-2010**  
**Monitoring Method: Internal**  
**Monitoring Frequency: Spring, Fall, Convention**

## **Policy Type: Executive Limitations**

### **New Programs**

**(EL-13)**

The Executive Director shall not fail to provide reasonable new and existing programs requested by the Board.

Accordingly, the Executive Director shall not fail to:

#### **A. New Convention Programs:**

1. Continue to provide a “New Product Showcase” at convention each year.
2. Provide a “Friends of ALOA SPAI” tabletop area at convention each year for industry associations, etc. which includes providing table and chairs for approved associations that request them.
3. Contact local associations in the convention city to establish a “Host Association” each year
4. Continue to provide a “Young Locksmith” forum
5. Continue to support a “WIL” Women in Locksmithing forum
6. Continue to support an International Forum
7. Start an Ambassadors Forum and continue to provide it at each convention.



**Adopted: 09-23-2006**  
**Revised: 10-21-2012**  
**Monitoring Method: Internal**  
**Monitoring Frequency: Spring, Fall, Convention**

## **Policy Type: Comptroller Limitations**

### **Global Comptroller Constraint**

**(CL-1)**

The Comptroller shall not cause or allow any practice, activity, decision, or organizational circumstance which is unlawful, unethical, unsafe, disrespectful, imprudent, immoral, disreputable or in violation of Board policy or common business and professional practices.

1. The Comptroller position is a full-time salaried position. Full or part time employment by any other entity is not permitted. The Comptroller will not serve on the Board of any other entity without ALOA SPAI Board approval.
2. The Comptroller will not accept any gift that cannot be immediately consumed, nor allow any staff member to accept any gift with value exceeding \$60.00 without disclosure to the Board.

**Adopted: 04-10-2010**

**Revised : 10-30-2011**

Effective 11/13/2019

Page 90 of 97

**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring & Fall**

## **Policy Type: Comptroller Limitations**

### **Emergency Comptroller**

**(CL-2)**

In order to protect the corporation in the event of sudden and unexpected loss of the Comptroller's services, the Comptroller shall not fail to assure that at least one other staff member or outside accountant or corporation is familiar with Board and Comptroller issues and processes and is capable of assuming Comptroller responsibilities on an emergency basis, should the need arise. The Comptroller shall provide the name of the emergency Comptroller to the President.

The Emergency Comptroller may not be the Executive Director.

**Adopted: 04-10-2010**  
**Revised**

**Monitoring Method: Board Self-Assessment**  
**Monitoring Frequency: Spring & Fall**

## **POLICY TYPE: ENDS**

The purpose of ALOA SPAI is the prosperity and success of its members and divisions. The major components of ALOA SPAI's ends are as follows:

### **Education**

#### **Sustained growth and industry leadership in education**

In keeping with our Governance, high ethical standards, best interest of our membership at large, and in support of our Goal, we will:

1. Develop and update periodically, an Educational Mission, Vision and annual plan.
2. Enhance membership value by profitably providing a broad range of relevant educational offerings and delivery vehicle options that represents flexible, affordable opportunities for members to acquire and improve professional skills and knowledge.
3. Ensure competitive sustainable advantage by conducting comprehensive, objective assessments and comparative analyses of industry trends for educational offerings provided by ALOA and relevant competitors.
4. Establish and maintain comprehensive data and generate reports regarding offerings , participation, trends, economics and feedback for use in achieving continuous improvement.
5. Develop specific Strategies and Action Plans (including Ownership, Process Steps, due Dates and Deliverables) which are consistent with, and in support of, the Strategic Plan. This will keep us focused, on track and provide a high level of accountability.

### **Membership**

#### **Sustained membership retention and growth as the recognized industry leader in providing education, training and a voice for locksmith security professionals.**

In keeping with our Governance, high ethical standards, best interest of our membership at large, and in support of our Goal, we will:

1. Dimension the potential membership universe, major segments, their wants, needs and preferences, as it relates to joining industry membership organizations. Identify why potential members so not join ALOA and what is required for them to join.
2. Develop a comprehensive membership(s) profile, why they are members, what they value and why they do or don't renew membership. Identify and track trends.
3. Establish a compelling value proposition and membership categories matrix that provides a reasonable return on investment (real or perceived) for current and prospective members.
4. Develop and implement carefully crafted membership drives, campaigns or other targeted initiatives aimed at acquisition and/or retention of members.
5. Engage in screening and other activities (such as background checks) to prevent illegitimate and/or unqualified applicants from becoming members of the organization and removing from membership via due process, those who violate our code of conduct/ethics.
6. Be a voice for the industry by engaging in legislative activities believed to be of significant relevance to locksmith security professionals and the industry.

7. Develop specific Strategies and Action Plans (including Ownership, Process Steps, Due Dates, and Deliverables) which are consistent with, and in support of, the Strategic Plan. This will keep us focused, on track and provided a high level of accountability.

## **Operating Efficiency**

### **An effective organization that operates in a highly efficient manner.**

In keeping with our Governance, high ethical standards, best interest of our membership at large, and in support of our Goal, we will:

1. Contain Total Operating Expense and other costs to a maximum 96% of Net Revenue. This will facilitate and be consistent with generating the 4% minimum Net Income outlined in our Financial End.
2. Embrace and practice a culture of continuous improvement wherein the status quo is frequently challenged and we constantly search for innovation and strive to find “a better way”. Although legitimate cost reduction opportunities are expected and appreciated, the “better way” may not necessarily always be less expensive, in the short term.
3. Develop and implement specific Strategies and Action Plans (including Ownership, Process Steps, Due Dates, and Deliverables) which are consistent with, and in support of, the Strategic Plan. This will keep us focused, on track and provide a high level of accountability.

## **Financial**

### **High standards of competency and professionalism**

In keeping with our Governance, high ethical standards, best interest of our membership at large, and in support of our Goal, we will:

1. Achieve a minimum of 4% annual Net Income. This will insure timely retirement of debt, credit worthiness status, adequate levels of cash and capital for investment in Staff, Benefits, Infrastructure, ongoing operational requirements and unforeseen events and needs.
2. Develop and maintain an Operational Plan which transcends one fiscal year. This will provide direction and promote longer-term financial perspective and continuity, especially during regime changes.
3. Embrace and practice a culture of fiscal responsibility and discipline which includes respect for, and ownership of, the annual operating budget.
4. Employ generally accepted business best practices including managerial techniques, controls, Key Performance Indicators (KPI's) and other business management tools such as budgets and Reports.
5. Develop and implement specific Strategies and Action Plans (including Ownership, Process Steps, Due Dates, and Deliverables) which are consistent with, and in support of, the Strategic Plan. This will keep us focused, on track and provide a high level of accountability.

### **Annual convention and trade shows (events)**

**ALOA is recognized as the industry leader in advancing the locksmith security professional through sponsorship of relevant events.**

In keeping with our Governance, high ethical standards, best interest of our membership at large, and in support of our Goal, we will:

1. Schedule, arrange and promote various primary industry events, including, but not limited to, annual national Convention and Trade Shows, at geographically dispersed venues which will offer reasonable access to the membership at large.
2. Offer members and prospects good value by facilitating opportunities to engage in networking, training, and other member referred activities.
3. Generate sufficient overall event profits to significantly offset administrative overhead expense. This will insure the organization's ability to provide services to the membership.
4. Develop and implement specific Strategies and Action Plans (including Ownership, Process Steps, Due Dates, and Deliverables) which are consistent with, and in support of, the Strategic Plan. This will keep us focused, on track and provide a high level of accountability.

**Adopted: 05-08-2003**

**Revised: 05-31-2019**

**Monitoring Method:**

**Monitoring Frequency: Spring & Fall**



