<u>Leadership Powers and Duties</u>

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I. Purpose: The purpose of this policy is to:
   A. Clearly define the roles of leadership within the NAIGC; and
   B. Establish a system in which organizational decisions can be implemented effectively, communicated transparently, and confirmed collectively.

II. Definitions
   A. Board Member: Any voting member of the NAIGC Board.
   B. NAIGC Board ("the Board"): Group of voting members in accordance with the Bylaws, consisting of up to 13 voting members - twelve (12) elected Board Members and one (1) Director of Operations.
   C. Director of Operations: Person appointed by the elected Board Members to oversee NAIGC Operations.
   D. Department: A division of the NAIGC dealing with a specific area of operations.
   E. Department Director: Leader of a Department.
   F. Operations Leadership Team: Director of Operations, Director of Events Department, Director of Outreach Department, Nationals Director, and Director of Engagement.
   G. Operations Specialist: General term for any non-elected volunteer serving the NAIGC in an operations role. As much as possible, Operations Specialists will also be given specific role titles.
   H. Officer: President, Vice President, Treasurer, and Secretary. These positions are filled by and elected by Board Members. The Director of Operations is not eligible to fill an Officer role.
   I. Committee: A standing group of Board Members dealing with a specific area of governance.
   J. Task Force: A group of Board Members and/or Operations Specialists convened for a limited-scope and limited-time project.
   K. Task Force Leader: Leader of a Task Force.

III. NAIGC Board
   A. The NAIGC membership holds ultimate authority in the organization, followed by the NAIGC Board, followed by the NAIGC President, followed by the NAIGC Director of Operations, followed by the Operations Leadership Team.
   B. The Board is responsible for all governance activities, oversight, and health of the organization.
   C. The Board elects Officers. Details about Officer elections are specified in the Officer Election Policy.
   D. The Board is expected to attend full Board meetings and participate in all votes.
   E. The Board will work with the Operations Leadership Team to develop a long-term strategic plan and key organizational objectives.
   F. Board Members may be declared inactive as stipulated in the Bylaws.
   G. Terms

1. All Board Member terms begin on July 1 and end on June 30. The length of Board Member terms is specified in the Board Member Election Policy.
2. Board Members are limited to a certain number of consecutive years serving on the Board as specified in the Bylaws.

H. Each individual Board Member (excluding the Director of Operations) is elected by the NAIGC clubs as described in the Board Member Election Policy and has the following responsibilities and limitations:
   1. Serve on at least two of the three Board Committees: Policy, Finance, and Development;
   2. Elect Officers and appoint or confirm the Director of Operations;
   3. Along with Director of Operations, appoint or confirm members of the Operations Leadership Team
   4. Conduct oversight of the Director of Operations and receive updates from the Director of Operations about NAIGC operations;
   5. May serve in additional roles on a case-by-case basis, excluding any role on the Operations Leadership Team.
      a) It is recommended that elected Board Members serve in no more than one additional role. This role should not be so time-consuming that it detracts from the Board Member's contribution to the Board. If an operations role does detract from a Board Member's contributions, the Officers and Director of Operations will work to resolve the issue.
      b) Additionally, elected Officers cannot serve as Team Leads.
      c) Any Board Member serving in an Operations role shall recuse themself from any Board vote that directly pertains to their Operations role.
   6. Volunteer at a minimum of one in-person NAIGC sanctioned or hosted event each year. Exceptions may be approved by the President and Director of Operations.
   7. Financially contribute to the organization on an annual basis, via either personal donation or fundraising, in an amount that is meaningful to them. The minimum recommended annual contribution is $500.
   8. Recruit future Board Member applicants with diverse sets of skills and experience.

I. A Board Member may be sanctioned or removed as stipulated in the NAIGC Bylaws and/or Code of Conduct.

IV. Officers

A. Details about Officer elections are specified in the Officer Election Policy.

B. Responsibilities for Officer positions shall commence at the beginning of the fiscal year.

C. An Officer may delegate any of their responsibilities but ultimately the elected person remains responsible for their fulfillment.

D. Replacement and Resignation
   1. The President or the Board may replace any Officer at any time. An Officer replaced by the President may appeal to the Board, which may overturn the President's decision.
   2. Any Officer may resign by submitting a letter of resignation to the Board. The

President or the Board may replace the Officer.

3. If the President resigns the Vice President shall succeed the President for an interim period and, as soon as possible, the Board will elect a new President and backfill any resulting vacant Officer positions (if applicable).
4. Any Board Member may move to recall the President, and any such motion must specify at least one replacement candidate. To begin the recall process, there must be at least one willing replacement candidate. If a majority of all active Board Members excluding the President vote in favor of the recall, then the replacement candidate who receives the most votes shall become the new President.

E. Officer Transition

1. Upon completion of an Officer's term, the outgoing Officer is expected to act in an advisory capacity to the incoming Officer to assist with training and transfer of knowledge for up to one fiscal year.

F. Officer Positions and Responsibilities

1. President
    - a) Calls and presides over all Board meetings.
    - b) Facilitates the organization's growth, development, and long-term strategy.
    - c) The President may delegate any of their powers to another Board Member on a temporary basis.
        - (1) To be effective, the President must announce any delegation of powers to the Board in advance, however, the Board may revoke the transfer and propose an alternate delegate.
    - d) Periodically review the mission and vision statements and strategic plan of the organization
    - e) Represents the NAIGC at meetings of other organizations (Ex: USAG Advisory council) when invited
2. Vice President
    - a) Distributes Board Meeting agendas to all Board Members and Operations volunteers and compiles pre-reads.
    - b) Plans annual Governance Strategy Meeting.
    - c) Manages committee status reports and Board goal-tracking mechanisms.
    - d) Assumes the President's role in the event of absences.
    - e) Fills any duties assigned by the Board or the President as needed.
    - f) If the Vice President role is unfilled (per the Officer Election Policy) the President will become responsible for all Vice Presidential duties in this document.
3. Treasurer
    - a) Keeps and maintains the NAIGC's financial records, ensuring compliance with Generally Accepted Accounting Principles (GAAP).
    - b) Serves as Committee Chair of the Finance Committee unless replaced by the President or Committee members.
    - c) Serves as a check signer for the NAIGC Bank Account.
    - d) Distributes checks and facilitates payments from the NAIGC.
    - e) Ensures the annual IRS tax return is submitted.
    - f) Responsible for keeping the account signatories up-to-date.

g) Enforces purchases portion of Procurement Policy, and
h) Fulfills any other duty assigned by the Board or the President as needed.
i) It is recommended to split the tasks of collecting and disbursing money between two people.

4. Secretary
    a) Records and submits meeting minutes for all Board meetings and membership meetings and ensures that they are available upon request.
    b) Records and monitors Board activity and status
    c) Ensures the safety and accuracy of all Board records.
    d) Ensures timely and compliant elections of Board Members and Officers.
    e) Fulfills any other duty assigned by the Board or the President as needed.
    f) Communicate the outcome of all Board votes in a timely manner to the Board, Operations Leadership Team, and any other party impacted by the outcome of the vote.

V. Committees

A. Overview
1. There will be three standing Committees on the Board. Membership of these Committees is limited to Board Members. Operations Specialists may attend Board or Committee meetings where invited and will have a voice but no vote.
2. The President may appoint or replace any Committee Chairs. A Committee Chair replaced by the President may appeal to the Board, which may overturn the President's decision.
3. Committee members may also elect or replace their Chair or override a presidential appointment.
4. Any replacement decision made by the President or Committee members must be communicated to the Board. These decisions may be appealed to and overturned by the Board.
5. It is recommended that at least one Officer is on each Committee to facilitate Board cohesiveness.

B. Committee Chair Responsibilities
1. Organize Committee meetings and prepare the agendas.
2. Ensure that attendance is recorded for all Committee meetings.
3. Publish meeting minutes in a reasonable time frame following all Committee meetings (48 hours is recommended).
4. Ensure all duties assigned to the Committee are fulfilled.

C. Standing Committees
1. Policy
    a) Annually review all NAIGC governing documents and ensure they are consistent with applicable laws and actual or desired organizational practices; amend such governing documents, as necessary.
        (1) Operations Team and Department volunteers should be included in the review process on relevant governing documents, by providing at least one week's notice of when a document will be reviewed and being invited to the Policy meeting where the relevant document will be discussed.

        (2) All relevant Operations Team and Department volunteers should be notified by the Policy Committee once the document has been approved by the Board
    b) Develop and review other governance documents to guide effective oversight and thoughtful planning.
    c) Ensure governing documents are communicated effectively and enforced.
    d) Present all governing document modifications to the full Board for approval.
2. Development
    a) Develop and ensure appropriate implementation of a Board, Committee, and Officer orientation and onboarding strategy, which emphasizes appropriate respect of diversity, inclusion, and equity.
    b) Develop and implement a plan for continually educating the Board, Committees, and Officers on non-profit and governing body best practices and other applicable information, and continually strengthening the bonds among such individuals to encourage the independent expression of ideas and collaborative decision-making.
    c) At least annually evaluate the performance of the Director of Operations per the Director of Operations Evaluation Guidelines
    d) Support the Operations Leadership Team with long-term volunteer retention strategies.
3. Finance
    a) Create internal controls and safeguards to protect the organization's assets.
    b) Prepare and distribute to the Board timely, accurate, and user-friendly financial reports.
    c) Set fundraising targets and monitor fundraising performance.
    d) Provide high-level sponsorship guidelines and boundaries and monitor high-impact sponsorships.
    e) Prepare the annual operating budget for the organization for approval by the Board, including all large financial expenditures, and all financial contracts and commitments.
        (1) Members of the Operations Leadership Teams will propose individual operating budgets and the Finance Committee will compile them into the annual operating budget.
    f) Oversee financial forecasting

VI. Special Roles

A. General Counsel

1. The President will appoint a General Counsel who will report to them. The Board will vote annually on the Attorney-Client Engagement Agreement.
2. Responsibilities that commence once an Agreement is approved and signed:
    a) Has general responsibility for all legal matters pertaining to the NAIGC and the Board, subject to any agreed-upon limitations.
    b) Advises the Board, Officers, and Operations Leadership Team on legal

questions as required.
    c) Fulfills any other duty assigned by the Board or the President, as needed.

VII. Operations Leadership Team

A. Director of Operations
1. By appointing a Director of Operations, the Board grants to the Director of Operations the following administrative and representative powers:
    a) To create, modify, or dissolve operational roles or Teams within a Department; and
    b) To appoint, replace, or remove any volunteer within operations not elected by the NAIGC membership.
    c) To initiate business with groups or individuals
2. Facilitates the organization's day-to-day operation.
3. For any new tasks or projects which arise, ensures that the appropriate role(s) is/are in place or created to complete the work.
4. Attends Board meetings to represent concerns from the Departments to the Board and present operational key organizational objectives and the progress towards long-term goals at each Board meeting.
5. Implements strategic directives from the Board with the Operations Leadership Team
6. Enforces the sponsors, vendors, and contracts portions of the Procurement Policy.
7. Coordinates communication between NAIGC membership and the Board.
8. Can appoint or replace any Operations Specialists, including Department Directors, at any time unless otherwise noted in any other section of this document.
    a) The Director of Operations must inform the Board of the replacement of any member of the Operations Leadership Team and the Board will vote to confirm the replacement at the earliest available opportunity.

B. Department Directors
1. Ensure all duties assigned to the Departments are fulfilled.
2. May be invited to Board meetings when relevant to the agenda by being informed of the relevant Board meeting agenda and added to the meeting invitation at least one week in advance.
3. May submit operational reports for review by the Board or agenda items for discussion at Board meetings.
4. Appoint new Operations Specialists into open roles and onto Teams.
5. May create additional Teams and roles within Departments as needed.

C. Nationals Director
1. Represent all things Nationals within the Operations Leadership Team and to the Board
2. Manage the implementation and success of Nationals
    a) The Nationals Director may delegate duties to individuals, teams, and/or task forces as necessary

D. Director of Engagement

1. Primary lead for implementing initiatives related to volunteer engagement, retention, and communication
2. Administer and support the Board Nomination Committee. The Nomination Committee is defined in the Board Member Election Policy.
3. Primary owner of Operations Policies
4. Support additional requests from the Director of Operations as needed

E. Appointment

1. The Director of Operations is appointed by elected Board Members and, once appointed, becomes a voting member of the Board.
2. Once appointed, the Director of Operations will nominate candidates to fill the other roles of the Operations Leadership Team and any other position(s) that reports directly to the Director of Operations, which must all be confirmed by a vote of elected Board Members .
    a) A nominee for any new position that reports directly to the Director of Operations, must be approved by the Board.
3. The Director of Operations and Events Department Director will nominate candidates to serve as the Rules Team Leads. Elected Board Members will vote to confirm each nominee.
    a) For any candidate not confirmed by the Board, the Director of Operations will recommend a replacement candidate. Elected Board Members will vote to confirm any replacement candidates.
    b) Team Leads and Department Directors are encouraged to maintain contact with replacement volunteers for the next term to allow for a smooth transition.
4. Elected Board Members may vote to remove the Director of Operations at any time.
5. Annually at the end of the fiscal year, outgoing elected Board Members will conduct an anonymous confidence vote for whether to retain the Director of Operations.
    a) The Board is encouraged to develop clear annual performance metrics and goals for the Director of Operations to guide the confidence vote.
    b) If the confidence vote fails, the Director of Operations will immediately step down and a replacement appointment will be triggered. The NAIGC Vice President will assume the powers and duties of the Director of Operations position until a replacement is appointed.
        (1) The incoming elected Board Members will recruit potential replacement candidates and announce a search for a replacement appointment to the NAIGC membership.
        (2) The outgoing Director of Operations is eligible to be reappointed by the incoming elected Board Members.

VIII. Operations Specialists

A. Overview

1. Departments are structured into Teams.

2. Operations specialists are appointed into Teams by the Department Directors. The Board does not seat Operations Specialists except where documented below.
3. Operations specialists may fill any number of roles within multiple Departments.
4. A full list of Teams within each Department may be found in the Operations Roles and Responsibilities Guideline.
5. A Department Director or the Director of Operations can appoint additional Operations Specialists at any time to help with specific tasks within a Department.
6. The Director of Operations may remove an Operations Specialist at any time and send notification of such decisions to the removed party's Team Lead and Department Director.

B. General Powers and Duties
1. Operations Specialists not on the Operations Leadership Team may attend Board Meetings or Committee meetings as invited by Board Members to be present for relevant agenda items.
2. Certain roles within Departments entail additional powers as documented in the Operations Roles and Responsibilities Guideline.
3. A Department Director may delegate any power to any Operations Specialist within their Department. Powers granted within the Procurement Policy may not be delegated.

C. Rules Team Leads
1. There will be at least one Rules Team Lead per discipline. Current disciplines include Women's Artistic Gymnastics (WAG), Men's Artistic Gymnastics (MAG), Trampoline & Tumbling (T&T), and Unified Artistic Gymnastics (UAG).
2. Responsibilities
   a) Serve as the leader of the respective rules Team.
   b) Determine NAIGC competition rules.
   c) Provide clarification and interpretation of all questions and concerns pertaining to NAIGC competition rules.
   d) Annually review all policies under their purview and submit updates to the Board as required in aforementioned policies.
   e) Communicate all policies including any updates to the NAIGC membership
   f) Coordinate and book judges for Nationals.
   g) Serve as Nationals meet coordinator and director for their respective discipline.
3. The judgment of the Rules Team Lead, as approved by the Events Department Director, stands as final unless it is overturned by a majority vote of the Board.

IX. Task Forces

A. The President, Board, or any member of the Operations Leadership Team may create a new Task Force at any time for any purpose consistent with the mission of the NAIGC.

B. The creation of a Task Force shall require a written charter of the Task Force's powers and duties, expected deliverables and timelines, and the appointment of a Task Force Leader. The task force will automatically dissolve upon completion of the charter.

X. Amendments

A. This document may be amended by the Board.