

## **Leadership Powers and Duties**

*Version 10.8 / 11/15/2023*

- 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. Overview
  - A. The NAIGC membership holds ultimate authority in the organization, followed by the NAIGC Board, followed by the NAIGC President, followed by the NAIGC Executive Director, followed by the Operations Leadership Team.
  - B. The NAIGC membership elects Board Members who in turn elect a President. By electing a President, the Board grants to the President the following administrative and representative powers:
    - 1. To appoint, replace, or remove any Officer or Committee Chair within the Board; and
    - 2. To initiate business with groups or individuals.
  - C. The Board may deny the appointment or the replacement of an Officer or Committee Chair and may overrule the President at any time.
  - D. By appointing an Executive Director, the Board grants to the Executive Director the following administrative and representative powers:
    - 1. To create, modify, or dissolve operational roles or Teams within a Department; and
    - 2. To appoint, replace, or remove any volunteer within operations not elected by the NAIGC membership.
  - E. The Executive Director is expected to present operational key organizational objectives and the progress towards long-term goals at each Board meeting.
  - F. The Board may limit the power of the President or Executive Director by amending this document.
  - G. Each Board Member, Advisor, Operations Specialist, Regional Representative, and the Executive Director:
    - 1. must conduct themselves in a manner that is within reasonable interpretation or application of written NAIGC policy, rules or procedures relating to terms and conditions of the individual's role within the NAIGC.
    - 2. is expected to follow the NAIGC Code of Conduct and Code of Ethics.
  - H. Voting procedures for the Board are specified in the Voting Policy.
- III. Definitions
  - A. Board Member: Any voting member of the NAIGC Board excluding the Executive Director.
  - B. NAIGC Board (“the Board”): Group of voting members in accordance with the Bylaws, consisting of up to 13 voting members - twelve (12) Board Members and one (1) Executive Director.

- C. Executive Director: Person appointed by the Board to oversee NAIGC Operations
  - D. Operations Leadership Team: Executive Director and Department Heads
  - E. 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.
  - F. Advisor: non-elected volunteer appointed by the Board specifically to help fill a governance gap either for the year or for specific projects/meetings on the Board.
  - G. Regional Representative: A Representative elected by a region to facilitate interclub communication on the regional level and two-way communication between member clubs and the Board.
  - H. Officer: President, Vice President, Treasurer, and Secretary. These positions are filled by and elected by Board Members.
  - I. Committee: A standing group of Board Members and/or Advisors dealing with a specific area of governance.
  - J. Department: A division of the NAIGC dealing with a specific area of operations.
  - K. Department Head: Leader of a Department.
  - L. Task Force: A group of Board Members, Advisors, and/or Operations Specialists convened for a limited-scope and limited-time project.
  - M. Task Force Leader: Leader of a Task Force.
  - N. Governance Leadership Team: The Officers and Committee Chairs. The Governance Leadership team can review select items prior to adding the topic to a full Board agenda.
- IV. NAIGC Board
- A. The Board is responsible for all governance activities, oversight, and health of the organization.
  - B. The Board elects Officers. Details about Officer elections are specified in the Officer Election Policy.
  - C. The Board is expected to attend full Board meetings and participate in all votes.
  - D. The Board will work with the Operations Leadership Team to develop a long-term strategic plan and key organizational objectives. This should include metrics and goals and be updated quarterly in a publicly available Board Report that is signed by the President and includes, but is not limited to:
    1. A summary of all votes that took place in that quarter,
    2. A list of all recommendations or concerns brought forward to the Board by the NAIGC membership, Executive Director, NAIGC volunteers, Board members themselves, or anyone else within or outside of the organization, and
    3. Status update on each performance metric within the strategic plan and key organizational objectives.
  - E. The Board is encouraged to develop clear annual performance metrics and goals for the Executive Director to guide the confidence vote as described in Section VIII.D.4.
  - 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 and Regional Representative 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 is elected by the NAIGC voting clubs as described in the Board Member and Regional Representative 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 Executive Director;
  3. Along with Executive Director, appoint or confirm Department Heads;
  4. Conduct oversight of the Executive Director and receive updates from the Executive Director about NAIGC operations;
  5. May serve in additional roles on a case-by-case basis, excluding the role of Department Head or Executive Director.
    - a) It is recommended that 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.
    - b) Roles must be approved by the Governance Leadership Team and ED.
    - c) In addition to the exclusions listed above, elected Officers cannot serve as Team Leads or Nationals Coordinator.
    - d) Any Board member serving in an Operations role shall recuse themselves from any Board vote that directly pertains to their Operations role.
  6. Volunteer at a minimum of one in-person NAIGC sanctioned event each year. Exceptions may be approved by the President and Executive Director.
  7. Each Board member is required to 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.
- I. A Board Member may be sanctioned or removed as stipulated in the NAIGC Bylaws and/or Code of Conduct.

## V. Officers

- A. Details about Officer elections are specified in the Officer Election Policy.
- B. Official responsibilities for all Officer positions shall commence on July 1 of the fiscal year in which they are elected.
- C. An Officer may delegate any of their responsibilities but ultimately the elected person remains responsible for their fulfillment.
- D. The Officers may call an emergency meeting/vote in extenuating circumstances only. This type of meeting waives the requirement that the agenda must be sent out one week beforehand; however, best faith efforts will be made to give as much advance notice as possible
- E. 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 then 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.

F. 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.

G. 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) May initiate business arrangements with other groups or individuals.
  - (1) To be effective, the President must announce any business arrangement to the Board and, if possible, provide a reasonable opportunity for the Board to review the arrangement.
  - (2) All new programs or activities involving expenditures must be approved in accordance with the Procurement Policy.
- d) May choose to fulfill the duties of a Gymnastics Community Ambassador
- e) 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.

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.

- 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 made publicly available.
  - 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.

## VI. Committees

### A. Overview

1. There will be three standing Committees on the Board. Membership of these Committees is limited to Board Members. Advisors or 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. The Treasurer will serve as Chair of the Finance Committee unless replaced by the President or Committee members.
5. 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.
6. It is recommended that at least one Officer is on each Committee to facilitate Board cohesiveness.
7. Each Committee Chair is responsible for the fulfillment of all respective duties assigned to that Committee.

### 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 Policy Committee.
- 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.
- e) Review proposed edits to governing documents submitted by members of the Operations Leadership Team.

## 2. Development

- a) Develop and implement a Board Member, Committee member, and Officer recruitment strategy, taking into account desired skill sets and diverse perspectives.
- b) Develop, and ensure appropriate implementation of a Board, Committee, and Officer orientation and onboarding strategy, which emphasizes appropriate respect of diversity, inclusion, and equity.
- c) 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.
- d) Periodically review the defined and adopted mission and vision statements of the organization and whether they are consistent across documents and activities.
- e) Evaluate the performance of the Board, Executive Director, and Advisors, per the Board Member and Advisor Evaluation Policy.
- f) Support the Operations Leadership Team with long-term volunteer retention strategies.
- g) The Development Committee will work year-round to identify skill gaps in the Board and recruit potential applicants.

## 3. Finance

- a) Develop and monitor the organization's budget.

- b) Create internal controls and safeguards to protect the organization's assets.
- c) Prepare and distribute to the Board timely, accurate, and user-friendly financial reports.
- d) Set fundraising targets and monitor fundraising performance.
- e) Provide high-level sponsorship guidelines and boundaries and monitor high-impact sponsorships.
- f) 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) Department heads will propose individual operating budgets and the Finance Committee will compile them into the annual operating budget.

## VII. Advisors

### A. Overview

1. At any time any Officer, Committee Chair, or Task Force Leader may bring in additional Advisors to help the Board on projects on a case by case basis. The President must approve additional Advisors.
2. The Officer, Committee Chair, or Task Force Leader who appointed the Advisor or the President may remove the Advisor at any time for any reason.

### B. General Counsel

1. The President will appoint a General Counsel. The Board will vote 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 may be required.
  - c) Fulfills any other duty assigned by the Board or the President, as needed.

### C. Gymnastics Community Ambassador

1. The President will appoint a Gymnastics Community Ambassador(s).
2. There may be one or more ambassadors between NAIGC and other organizations.
3. Responsibilities include:
  - a) Facilitates communication between the NAIGC and organizations within the greater gymnastics community.
  - b) Represents the NAIGC at meetings of other organizations (ex: USAG Advisory Council) when invited.
  - c) Delivers periodic reports on the state of the gymnastics community and presents any relevant trends to the NAIGC Board.
  - d) Develops joint initiatives with other gymnastics organizations and submits proposals to the Board for its approval.
4. Along with the President and Executive Director, ensures consistent messaging on behalf of the NAIGC to other gymnastics organizations.

## VIII. Operations Leadership Team

### A. Overview

1. All of the day-to-day work of running the NAIGC falls into one of the operations Departments which are each led by a Department Head.
  2. The Department Heads report to the Executive Director and along with the Executive Director, collectively make up the Operations Leadership Team.
    - a) The Executive Director may choose to add members to the Operations Leadership Team at any time
  3. The Operations Leadership Team appoints Operations Specialists to fill open roles as detailed in the Operations Hiring & Onboarding Protocol.
- B. Executive Director Powers and Duties
1. Facilitates the organization's day-to-day operation.
  2. Ensures all day-to-day work falls in one of the Departments.
  3. For any new tasks or projects which arise, ensures that work is within the scope of a Department and the appropriate role(s) is/are in place or created to complete the work.
  4. Attends Board meetings and represents concerns from the Departments to the Board.
  5. Implements strategic directives from the Board with the Departments.
  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 Heads, at any time unless otherwise noted in any other section of this document.
    - a) The Executive Director must inform the Board of the replacement of any Department Head and the Board will vote to confirm the replacement at the earliest available opportunity.
- C. Department Heads Powers and Duties
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.
- D. Appointment
1. The Executive Director is appointed by the Board and, once appointed, becomes a voting member of the Board.
  2. Once appointed, the Executive Director will nominate candidates to serve as Department Heads and any other position(s) that reports directly to the Executive Director, which must all be confirmed by a vote of the Board excluding the Executive Director.
    - a) A nominee for any new position that reports directly to the Department Heads and/or ED, must be approved by the Board.



3. The Executive Director and Events Department Head will nominate candidates to serve as the Nationals Coordinator and Rules Coordinators. The Board, excluding the Executive Director, will vote to confirm each nominee.
  - a) For any candidate not confirmed by the Board, the Executive Director will recommend a replacement candidate. The Board will vote to confirm any replacement candidates.
  - b) Team Leads and Department Heads are encouraged to maintain contact with replacement volunteers for the next term to allow for a smooth transition.
4. The Board, excluding the Executive Director, may vote to remove the Executive Director at any time.
5. Annually at the end of the fiscal year, the outgoing Board, excluding the Executive Director, will conduct an anonymous confidence vote for whether to retain the Executive Director.
  - a) If the confidence vote fails, the Executive Director will immediately step down and a replacement appointment will be triggered. The NAIGC Vice President will assume the powers and duties of the Executive Director position until a replacement is appointed.
    - (1) The incoming Board will recruit potential replacement candidates and announce a search for a replacement appointment to the NAIGC membership.
    - (2) The outgoing Executive Director is eligible to be reappointed by the incoming Board.

## IX. Operations Specialists

### A. Overview

1. Departments are structured into Teams and Coordinator roles.
2. Operations specialists are encouraged to communicate their interest in specific Teams and Coordinator roles to the Operations Leadership Team. Operations specialists are appointed into Teams and Coordinator roles by the Operations Leadership Team based on their skill set and interests. 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 and Coordinator roles within each Department may be found in the Operations Roles and Responsibilities Guideline.
5. A Department Head or the Executive Director can appoint additional Operations Specialists at any time to help with specific tasks within a Department.
6. The Executive Director may remove an Operations Specialist at any time and send notification of such decisions to the removed parties Team Lead and Department Head.

### B. General Powers and Duties

1. Operations Specialists not on the Operations Leadership Team may not attend Board Meetings or Committee meetings unless 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 Head may delegate any power to any Operations Specialist within their Department.

C. Rules Coordinator

1. There will be at least one Rules Coordinator 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) Submit Nationals Championships Format and Competition Rules proposal, as approved by the Events Department Head, to the Board for its approval before the end of Q1 of each fiscal year.
  - e) Annually review NAIGC Competition rules and NAIGC Safety and Equipment Standards.
  - 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 Coordinator, as approved by the Events Department Head, stands as final unless it is overturned by a majority vote of the Board.

X. Task Forces

- A. The President, Executive Director, or any Department Head 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 description of the Task Force's powers and duties, expected deliverables and timelines, and the appointment of a Task Force Leader.
- C. The President or Executive Director may dissolve any Task Force at any time. The dissolution must be confirmed by the Board.

XI. Amendments

- A. This document may be amended by the Board.