



STATEMENT OF BOARD POLICY

Association for Learning Environments

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Statement
of
Board Policy

ASSOCIATION FOR LEARNING ENVIRONMENTS

Adopted October 1968

Revised June 1973, Revised June 1979, Revised November 1989, Revised June 1990, Revised October 1990, Revised April 1993, Revised September 1997, Revised June 2001, Revised October 2001, Revised February 2002, Revised March 2002, Revised August 2004, Revised February 2005, Revised October 2007, Revised July 2008, Revised November 2008, Revised March 2009, Revised September 2010, Revised January 2011, Revised June 2011, Revised August 2011, Revised September 2011, Revised November 2011, Revised December 2011, Revised February 2012, Revised February 2013, Revised November 2013, Revised October 2014, Revised October 2015 name change, Revised March 2017, Revised September 2017, Revised December 2017, Revised July 2018, Revised October 2018, Edited and Revised September 2020, Revised October 2019, Revised October 2020, December 2020, Revised July 2021

PURPOSE

This non-profit organization is officially designated as the Association for Learning Environments (herein known as "A4LE"). The main purposes of the Association are to recognize current educational facility requirements, to project future needs, and to improving education by influencing planning and design of educational facilities through (a) the exchange, publication and/or dissemination of current and emerging ideas, concepts and promising practices in educational facilities planning; (b) the identification, completion and diffusion of research; (c) the improvement of training programs for educational facility planning specialists in colleges and universities; (d) the strengthening and promotion of the use of coordination planning services by all affected educational institutions or agencies; (e) the promotion of improved design and construction of educational facilities.

Since its origination on March 2, 1921, the Association, known formerly as the National Council for Schoolhouse Construction and Council of Educational Facility Planners, International has encouraged the improvement of educational facilities by reviewing, exchanging, and publishing current and emerging ideas; by identifying, completing, and disseminating research; and by improving the professional education and training programs for educational planning specialists in colleges and universities. In addition, the Association endeavors to promote and cooperate in long-range educational planning by governmental and private agencies.

In order to provide tangible goals for the organization and administration of the Association, the Board of Directors has enacted the following policies. The Bylaws, Articles of Incorporation, and this Statement of Board Policies shall be the official position and status of the Association for Learning Environments until amended, superseded, or rescinded by official action of either the Board of Directors or the Association membership.

ORGANIZATION

1 Incorporation

Date Adopted:

Subject: Organization – Incorporation

Revised: November 2008; September 2010

The Association for Learning Environments was incorporated in the State of Arizona, effective November 23, 1998, as a non-profit tax-exempt organization under the rules of Section 501 (c) (3) of the Internal Revenue Code of 1954. The purpose or purposes for which the Corporation was formed are identified by Article III of the A4LE Articles of Incorporation. It shall be governed by a Board of Directors elected in accordance with the adopted A4LE Bylaws.

Use of A4LE federal Tax Identification Number (“TIN”). Any use of A4LE’s TIN must be approved in writing by the Chief Executive Officer or his/her staff designee.

2 Board of Directors

Date Adopted:

Subject: Organization – Board of Directors

Revised: February 2002; July 2008; November 2008; September 2010; September 2011; November 2011, October 2014, October 2018

2.1 A Board of Directors, elected in accordance with the A4LE Bylaws, is the fiduciary and governing body accountable for the non-profit purpose of the Association. The Board of Directors should regard itself as holding the Association in trust, having stewardship for the organization, and as being accountable to the members the organization serves, including the general public, funding sources and regulatory agencies. Specifically, the role of the Board of Directors shall be to:

- Define the “vision”, “mission” and “strategic plan” of the Association.
- Act as an advocate of the organization.
- Establish and monitor policies.
- Review an annual budget. (Excluding Affiliate Board members)
- Review membership dues schedule annually. (Excluding Affiliate Board members)
- Ensure adequate resources. (Excluding Affiliate Board members)
- Determine, monitor and strengthen the organization’s programs and services. (Excluding Affiliate Board members)
- Ensure legal and ethical integrity.
- Select, hire and evaluate the performance of the Chief Executive Officer.
- Support the Chief Executive Officer in his/her management of the Association and its resources.
- Keep an obligation to be prepared, engaged and to perform assigned tasks in a timely manner.
- Recruit and orient new Board of Director members and assess Board of Directors performance on a regular basis.
- The Board of Director members serve the Association at no salary.
- Assist in the orientation and training of Region and Chapter leadership

2.1.1 Process for Electing Board Members Representing Nation States.

In accordance with the A4LE Bylaws, Regions will select their respective Board representative. This process is for those Board positions that represent nation states that may cross multiple Regions (for example the seat held by a member from Canada). Each chapter within the nation state shall appoint a member to a nominating committee to qualify and select nominees based on the requirements for Board service. Nominations will be sought throughout the membership within that nation state, at least two candidates will be chosen by the committee, and a general election within that nation shall take place. All nominations shall be submitted to the Chief Executive Officer by December 1 of the year prior to the current Board members final term, or in the event that the Board member is appointed to the Executive Committee. In the event of an unexpected vacancy during the year, a special election may be called by the majority of the chapters within that nation state to fill the remaining term of the departing Board member.

2.2 Duties and Responsibilities

2.2.1 Serving as a Board of Directors member of A4LE involves a very special commitment. To meet that commitment, Board of Director members are expected to:

- Ensure adherence to A4LE's mission.
- Attend and actively participate in all of the Board of Directors meetings and notify the Chief Executive Officer or Chair of anticipated absence.
- When absent from a meeting, review minutes and results of the missed meeting.
- Do their homework to be prepared to participate fully in Board of Directors and committee meetings.
- Serve actively on at least one committee.
- Act only with the full Board of Directors, not individually, unless authorized to do so by the full Board.
- Speak for the full Board of Directors only when the full Board of Directors sanctions their doing so.

2.2.2 Board of Directors delegation of policy interpretation to staff and public.

The Board of Directors delegates to the Chief Executive Officer responsibility for policy interpretation to the staff and public and for rule making, issuance of procedural directives and guides not specifically covered or detailed in the Statement of Board Policy. Such interpretations, rules and directives have the force of Board regulations unless and until superseded by Board action.

2.2.3 Board of Directors member rights.

Members of the Board of Directors are granted certain specific rights. All Board of Director members have the right to:

- Receive notice of Board meetings and the agenda.
- Attend and participate in Board meetings.
- Examine A4LE's records, meeting minutes, and financial statements.
- Place items on the Board meeting agenda at the appropriate time.
- Act as an Ex-officio member of any committee.

2.2.4 Duty of Board of Director members not to compete.

A Board of Directors member may not use his/her position on the A4LE Board to prevent A4LE from competing with the Board of Director member's business. It is expected that Board of Director members, even after they complete Board of Directors service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the Board.

2.2.5 Soliciting or receiving gifts.

Members of the Board of Directors must never offer, give, solicit or receive any form of bribe or kickback through their connection to A4LE. Board of Director members must never solicit a personal gift of any kind from anyone who does business with A4LE. This restriction applies to both actual and proposed business transactions involving A4LE.

2.2.6 Legal obligations of Board of Director members.

- The Board of Directors is both responsible and liable for A4LE. The Board of Directors and the law require every Board of Directors member to follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means the Board of Directors will not:

- Mismanage A4LE by deviating from fundamental management principles, such as planning carefully for the future of A4LE, regularly reviewing the financial status of A4LE, and monitoring compliance with Board policies.
- Fail to govern by utilizing all control systems to govern A4LE.
- Be involved in self-dealing that provides personal gain to Board of Director members.

The principle of good faith means that Board of Director members will:

- Attend all Board of Directors and committee meetings to be a part of Board actions.
- Read and understand A4LE's policies and bylaws.
- Pay attention to corporate affairs and keep informed about organization activities.
- Ensure that A4LE is in compliance with legal requirements.
- Avoid self-dealing.

2.2.7 Ethical obligations of Board of Director members.

The Board of Directors will annually approve a code of ethics for Board of Director members. All Board of Director members will be given a copy of the code of ethics and will be expected to adhere to the provisions of that code.

2.2.8 Legal requirements of Board of Director members.

All Board of Director members will be expected to recognize and accept their legal position as governing agents of A4LE (excluding board members from affiliate regions.) A Board of Directors member occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If Board of Director members violate their trust or fiduciary duty, they may be subject to legal consequences. The duties and responsibilities of Board of Directors membership attach automatically when Board of Director members accept the office.

There is a certain amount of liability involved with being a Board of Directors member, so the Board of Directors will annually discuss the liability issue to be certain that the Board of Directors is adequately insured.

2.2.9 Maintaining ethical credibility.

Because the conduct of the Board of Directors has a direct impact on public and constituent perceptions Board members will maintain an appearance of high credibility in adhering to legal and policy requirements.

Board of Director members will be active and encourage all other Board of Director members to be active by attending meetings, studying, questioning, voting on all issues, monitoring progress and maintaining active committees.

Board of Director members will not meet or caucus outside of official Board meetings to discuss material matters that are official business of the association and will comply with all "sunshine" laws of the State of Arizona.

Board of Director members will not condone conflicts of interest on the Board. A generally accepted rule of thumb is that a Board of Directors member or his/her family may not receive any gain (tangible or intangible) through the connection with the A4LE Board.

Board of Director members will vote against proposed actions if they feel there is insufficient information on which to base an opinion. Minutes of each meeting should be carefully maintained, and all votes properly recorded.

Board of Director members will adopt formally, by motion, any rules, regulations and policies.

Board of Director members will adopt formally, by motion, budgets. (Excluding Directors from Affiliates)

Board of Director members will read, be familiar with and adhere to the Association's Statement of Board Policies.

Board of Director members will keep policy and procedure manuals up to date for ready reference and have rules and regulations available and posted for staff and constituents.

Board of Director members will review fiscal records and controls at regular intervals. (Excluding Directors from Affiliates)

Board of Director members will ensure that standard budget forms and annual report forms are prepared and filed as required by law.

2.2.10 Political contributions and activity.

Members of the Board of Directors must never make political contributions nor participate in any partisan political activity on behalf of A4LE. If a Board of Directors member takes an active part in any partisan political process, it must be done at the Board member's personal expense and cannot reflect any involvement of A4LE nor associate that Board member's position within the association. A4LE will not reimburse anyone for a political contribution.

Board of Director members must not make any direct or indirect political contribution in cash, property or service on behalf of A4LE.

2.2.11 Perpetuation of the organization.

The Board of Directors and Chief Executive Officer will work with the Regions to maintain an ongoing recruiting plan that can fill Board vacancies with well-qualified candidates and with minimal disruption to the Board's work. When selecting new Board of Director members, the Regions will attempt to find a broad representation of the community that will offer diverse perspectives to the Board's decisions.

2.2.12 Removal of Board of Director members.

It is the policy of the Board of Directors to remove Board of Director members who fail to perform the expected duties of a Board of Directors member. A Board of Directors member may be removed from the Board because of:

- Failure to attend Board of Directors meetings regularly.

- Illegal activity as a member of the Board of Directors.
- Acting in any manner detrimental to A4LE.
- Gross or willful neglect of the duties of the office.
- Misuse of A4LE funds.
- Conviction of a felony.
- Intentional lack of public support for the A4LE mission, staff or programs.
- Failure to inform the Board of Directors about issues that might impact Board decisions.
- Failure to maintain current membership allowing Board member to serve in such position.
- Failure to pay membership dues in a timely manner.

A director may be removed only by a 2/3 majority vote of all currently serving Board of Director members, and the motion to remove will state clearly the cause for removal.

2.2.13 Meeting attendance requirement.

It is the policy of Board of Directors that Board of Director members will attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board of Directors is required to make.

If a Board of Directors member will be absent from all or part of any meeting/conference call, the Board of Directors member is expected to contact the A4LE Chair or the Chief Executive Officer as soon as the need to be absent is known. Such notification should be given at least 24 hours prior to the meeting. If a Board member knows in advance that she/he will be absent, a proxy from the same region of the director will be named and attend in the stead of the board member in order to keep the director informed and for continuity purposes. The proxy should be an officer from the region board and will serve without an official vote but may voice their support or opposition of any action item.

All meetings and conference calls that are scheduled in accordance with all notification requirements within this policy manual, will be counted as “official board meetings”.

If a Board of Directors member is absent from two Board of Directors meetings/conference calls within 12 months, the Executive Committee will notify that Board member, the Board member’s region President or chair, and the Board of Directors that the member is removed from the Board of Directors for cause of non-participation (under the provisions of Policy 2.2.12). The region will then appoint a replacement Board member in accordance with the region’s bylaws and policy. A reminder of this policy will be sent to entities above when a Board member is absent from one board meeting.

When possible, face-to-face meetings will accommodate distance communication for those members who are not in attendance.

Exceptions to the policy may be granted by the Executive Committee.

2.3 Requirements of Eligibility

In order to be nominated and selected as a member of the Board of Directors, the candidate must meet the following qualifications:

- Must meet all requirements stated in the current A4LE bylaws.

- Must have attended a minimum of 5 conferences (regional or international as a fully registered delegate) within the past five years (with 1 of the conferences being at the international level).
- Directors must have served as an officer/executive committee member (or a stated equivalent) for one year on a region level board of directors or two years on a chapter level board of directors.
- Each seat on the A4LE Board of Directors will be chosen in accordance with A4LE bylaws and policy, after each candidate's prerequisites are validated and certified.

2.4 Term Limits

Board members may serve two three-year terms or a maximum of 6 years. The exception is if a board member is elected to the executive committee. In this case, the board member may serve in that capacity until their term of service is complete. Board members who serve on the Executive Committee may no longer serve on the Board of Directors, upon the conclusion of their service.

3 Executive Committee

Date Adopted:

Subject: Organization – Executive Committee

Revised: November 2008; September 2010; September 2011; November 2011, October 2020

3.1 The line of succession in terms of policy and action responsibility shall be Chair, Vice-Chair, Chair-Elect and Immediate Past Chair. While serving the policy responsibilities, the Chair or his or her successor shall perform the following roles:

- Serve as a voting member of the Board of Directors
- Serve as Chairperson for Board of Directors meetings
- Chair the A4LE annual business meeting
- Perform honorary duties as the titular representative of the Association

Officers of the Association shall serve at no salary in the performance of Association business. The Officers are annually authorized funds as budgeted for travel and per diem in performance of their official business with the Association.

3.2 Role of the Executive Committee.

Executive Committee members of the Board of Directors will be a Chair, Vice-Chair, Chair-elect, Immediate Past Chair, and Chief Executive Officer (ex-officio). The Board of Directors will elect, a Chair-Elect whom shall become Vice-Chair and after the completion of the current Chair's term or at such a time the Chair is removed from office or resigns the sitting Vice-Chair becomes Chair. The Executive Committee shall serve as the Finance Committee for the Board of Directors.

3.2.1 Job Definitions.

The Chair of the Board of Directors will collaborate with the Chief Executive Officer to prepare Board of Directors meeting agendas, preside at Board of Directors meetings, and may represent the Board of Directors in public and official capacities as instructed by the Board of Directors. The Chair will also:

- Chair the Executive Committee.
- Make special assignments and appoint representatives to other organizations.
- Encourage the Board of Directors to do long-range planning.
- Assist Board of Director members to build their Board skills.
- Act to discipline Board of Director members who violate ethical standards of the Board.
- Encourage all Board of Director members to participate in Board activities.
- Ensure that all Board of Director members' views are represented in Board of Directors meetings.

The Vice-Chair will preside at Board of Directors meetings in the absence of the Chair and assume the office of the Chair when the Board of Directors determines that the Chair can no longer serve. The Vice-Chair will also:

- Serve on the Executive Committee.
- Work with the Chair and be prepared to assume that office if necessary.
- Manage special assignments as requested by the Chair.

The Chair-Elect will be elected by the Board of Directors annually. Nominations for the Chair-Elect will be made by members of the Board of Directors and submitted at the Board

of Directors no later than the meeting that is held just prior to the annual conference and exposition. Members of the Board of Directors may nominate themselves. In the event that more than two nominations are submitted, there shall be a run-off vote by the Board of Directors during a special meeting called by the Chair or regularly scheduled Board meeting. The run-off election will be held prior to the Board of Directors meeting held in conjunction with the annual conference and exposition. The run-off election shall yield two candidates with the largest number of votes respectively, and those two individuals shall stand for election by the full Board of Directors. The Chair-Elect will:

- Serve on the Executive Committee.
- Be prepared to assume the office of Vice-Chair if necessary.
- Advise Chair and Vice-Chair on matters pertaining to the duties of the office held.

The Region from which the newly elected Chair-Elect resides will appoint a replacement member (in accordance with region bylaws and policy) to the Board of Directors for that Region, serving the remainder of the term. If the Chair-Elect currently represents a nation state and holds a seat that crosses multiple Region boundaries (such as Canada), the nation state members will select a replacement via special election following the procedures identified in the appropriate section of this Statement of Board Policy.

The Immediate Past-Chair will act on behalf of the association at the direction of the Chair. The Immediate Past-Chair will also:

- Serve on the Executive Committee.
- Ensure that all official documents are safely passed to the next Chair.
- Advise Chair and Vice-Chair on matters pertaining to the duties of the office held.

3.2.2 Terms of office.

Terms of all Executive Committee members will be for one year in each successive position.

3.2.3 Officer authority.

Executive Committee members are elected to be servant-leaders of the Board of Directors. All authority of the Executive Committee members is delegated to them by the Board of Directors. No Executive Committee members will have any authority to speak or act on behalf of the Board of Directors other than that authority specifically granted in the A4LE bylaws, in Board policy or by majority vote of the Board of Directors.

3.2.4 Vacancies of officer positions.

A vacancy is filled in the prescribed manner of election of Executive Committee members in this policy.

3.2.5 Removal of Executive Committee members.

The Board of Directors has the right to remove any officer from that elected position. Executive Committee members may be removed from office for the same violations cited for members of the Board of Directors by a 2/3 majority vote of the Board of Directors.

3.3 All elements of Article 3 shall apply to all elected members of the Executive Committee including those who may originate from Affiliate Organizations.

4 Affiliate Board Member Participation

Date Adopted: July 2018

Subject: Organization – Affiliate Board Member Participation

Revised: October 2020

4.1 Affiliate organizations” that are separate corporate structures, in accordance with A4LE bylaws and Policy 27, that have an appointed member of the board of directors will have all rights and privileges in regard to participation as a board member for all policy matters except the following:

- Finance and budget
- Programs and services to the extent that there are revenue-related implications
- Human Resource matters
- Membership dues
- Any matter that creates a possible liability situation for members of the board of directors (primarily issues of anti-trust)

4.2 Article 4.1 shall not apply to Executive Committee members who originate from Affiliate Organizations.

4.3 The association will not provide Directors and Officers liability insurance (“D&O”) for affiliate board members. Affiliate organizations must provide adequate indemnification insurance in accordance with their local laws and customs for each Affiliate Board member from their region.

4.4 Affiliate board members may serve as officers (Executive Committee) of the board of directors.

4.5 Affiliate organizations will cover all travel and other necessary expenses for their board representative unless otherwise approved by the board of directors. Exceptions may be made if an affiliate member is elected as an officer, upon board approval.

5 Creating and Publishing Policy

Date Adopted: September 14, 2011

Subject: Organization – Creating and Publishing Policy

Revised:

5.1 Members, committees, the Chief Executive Officer, and other appropriate individuals or entities may recommend that the board act on matters concerning the Association. When possible, all motions that are intended to become policy, will be submitted in a resolution format.

5.2 Upon such action, via a formal motion, second, and approval by the Board of Directors, the Chief Executive Officer will advise whether the action warrants a policy change.

5.3 The Board will then direct the drafting of such policy or bylaw to the Chief Executive Officer or may appoint a committee to do so if necessary. The policy proposal amendment must completely follow the intent and spirit of the Board's motion. The policy draft will then be submitted for proper format and placed in the Statement of Board Policy or in the event of a bylaw amendment, sent to the regions for ratification.

5.4 Policy amendment proposals may be submitted to the Board in the final format. In that case, the policy is official and may not be altered without consent of the Board of Directors.

5.5 This resolution, in its entirety, will be included in this policy for the purposes of the "resolution format":

Resolution of the Association for Learning Environments ("A4LE")

Purpose: Establish a Statement of Board Policy that details the process for creating and publishing policy matters that come before the Board of Directors through members, committees, the Chief Executive Officer, and other appropriate individuals or entities.

Maker: Executive Committee

Whereas: The Board of Directors is the sole authority for enacting, creating, and maintaining the policies and bylaws of A4LE, and

Whereas: Members, committees, the Chief Executive Officer, and others may recommend policy and bylaw matters to the Board of Directors from time to time, and

Whereas: There is a need for a uniform process for creating and publishing Statements of Board Policy and Bylaws;

Now, therefore, be it resolved; that policy and bylaw formulation will occur in the following manner and be implemented in the Statement of Board Policy:

Members, committees, the Chief Executive Officer, and other appropriate individuals or entities may recommend that the board act on matters concerning the Association. When possible, all motions that are intended to become policy, will be submitted in a resolution format.

Upon such action, via a formal motion, second, and approval by the Board of Directors, the Chief Executive Officer will advise whether the action warrants a policy/ bylaw addition or change.

The Board will then direct the drafting of such policy or bylaw to the Chief Executive Officer or may appoint a committee to do so if necessary. The policy proposal amendment must completely follow the intent and spirit of the Board's motion. The policy draft will then be submitted to the Chief Executive Officer to ensure proper format and will be placed in the Statement of Board Policy or in the event of a bylaw amendment, sent to the regions for ratification.

Policy amendment proposals may be submitted to the Board in the final format. In that case, the policy is official and may not be altered without consent of the Board of Directors.

This resolution, in its entirety, will be included in this policy for the purposes of the "resolution format".

6 Chief Executive Officer

Date Adopted:

Subject: Organization – Chief Executive Officer

Revised: February 2002; July 2008; November 2008; September 2010

6.1 The Chief Executive Officer shall serve as ex-officio, non-voting, member of the Board of Directors and of the Executive Committee. The Chief Executive Officer will also serve as secretary to the Association and will be its sole corporate agent. He/She is selected and hired by the Board of Directors and shall interpret policy and engage in activities directly tied to the strategic plan approved by the Board of Directors. The Chief Executive Officer should regard himself/herself as having stewardship for the organization, and as being accountable to the members the organization serves, including the general public, funding sources and regulatory agencies in accordance with the policies of the Association. Specifically, the role of the Chief Executive Officer shall be to:

- Act in an appropriate manner to implement and manage the “vision”, “mission” and “strategic plan” defined by the Board of Directors.
- Act as an advocate of the organization.
- Implement and manage policies and procedures.
- Adequately manage resources.
- Recommend and implement the Association’s programs and services.
- Prepare regular financial reports as required by the Board of Directors and prepare an annual budget for Board approval.
- Authorize all expenditures in accordance with the approved budget and fiscal policies, making the necessary operating decisions for the well-being of the organization.
- Support the Board of Directors.
- Assist in the orientation of new Board members, and in conjunction with the Immediate Past Chair, help manage the annual assessment of the Board’s performance.
- Select, hire, direct and evaluate the performance of staff personnel, consultants and contractors, including the delegation of responsibilities.
- Provide routine reports to the Board of Directors regarding the state of the Association and those activities in which the organization is engaged.
- Develop and implement procedures that carry out policies of the Board of Directors.
- Other duties as outlined in agreement between Chief Executive Officer and the Board of Directors.

6.2 Role of the Chief Executive Officer.

In the conduct of the ongoing business of A4LE, the Chief Executive Officer is responsible for all business operations, including management of the assets of A4LE hiring, training, promotion, discipline and termination of employees; and for establishing and maintaining the business organization and structure to efficiently conduct the management functions of A4LE.

The Chief Executive Officer plans for and administers a program providing service in accordance with A4LE's stated purpose and in such a manner that optimum results are achieved in relation to

the resources of the agency and operates under the general direction of the A4LE Board of directors.

The Executive Committee will serve as the sole negotiator for the terms of employment and set the compensation for the Chief Executive Officer.

6.2.1 Delegation to the Chief Executive Officer.

The Board of Directors job is generally confined to establishing topmost policies, leaving implementation of Board policy to the Chief Executive Officer. All Board of Directors authority is delegated through the Chief Executive Officer.

The Chief Executive Officer is authorized to establish all further policies, make all decisions, take all actions and develop all activities which are true to the Board of Directors policies. The Board of Directors will respect the Chief Executive Officer's choices so long as the delegation continues. This does not prevent the Board of Directors from obtaining information about activities in the delegated areas.

No individual Board member, Executive Committee member or committee has any authority over the Chief Executive Officer. Information may be requested by such parties, but if such request, in the Chief Executive Officer's judgment, requires a material amount of staff time, it may be refused. An appeal may be brought to the Board of Directors to reverse the refusal.

Acting with the authority granted above, the Chief Executive Officer may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics for the "prudent person" test, in violation of funding source requirements or regulatory bodies, or contrary to explicit Board of Directors constraints on executive authority.

Should a situation arise wherein the Chief Executive Officer deems it unwise to comply with a Board policy, he/she will inform the Board of Directors. Informing is simply to guarantee no violation may be intentionally kept from the Board of Directors. It is not for the purpose of receiving approval. Board of Directors response at that time does not exempt the Chief Executive Officer from subsequent Board of Directors judgment of his/her action.

6.2.2 Areas of responsibility delegated to the Chief Executive Officer.

In the area of human resources, the Chief Executive Officer relates both to the Board of Directors and to the staff of A4LE but has ultimate responsibility to the Board of Directors.

For the Board of Directors, the Chief Executive Officer:

- Develops and recommends to the Board of Directors, specific, written, long and short-range plans for the development of A4LE programs and services.
- Carries out the objective aspects of the strategic plan of the association and manages the volunteer Board committees in that capacity.
- Maintains appropriate relations with the Board of Directors and various Board committees and keeps them informed.
- Assists with orientation and training programs for the Board of Directors.

For the A4LE staff, the Chief Executive Officer:

- Supervises and directs key staff in the performance of their duties.
- Evaluates the performance of key staff members.
- Provides overall control of and direction for the personnel of A4LE, including active participation in or approval of personnel actions.
- Manages volunteer staff activities.
- Establishes fair compensation for staff and contract staff.

6.2.3 Areas of responsibility delegated to the Chief Executive Officer.

In the area of planning, the Chief Executive Officer:

- Evaluates the services being provided by A4LE in relation to specified goals and standards, and recommends modifications where appropriate.
- Creates workplans and other activities associated with the Strategic Plan, subject to Board approval.
- Recommends new programs to the Board of Directors.

In the area of finance, the Chief Executive Officer:

- Prepares A4LE budgets and is accountable for control of these resources once approved.
- Directs all financial operations of A4LE.

In the area of constituent relations, the Chief Executive Officer manages all activities including coordinating Board of Directors activities in this area.

In the area of public relations, the Chief Executive Officer interprets the function of A4LE to the community by assisting the Board of Directors, through direct involvement and through public relations programs, including personal contact, descriptive program literature, and the media.

In the area of interagency relations, the Chief Executive Officer:

- Maintains appropriate relations with other professional and service groups in the community.
- Maintains appropriate relations with federal, state, and local government units.

In the area of A4LE organizational operations, the Chief Executive Officer:

- Recommends policies to the Board and/or assists the Board in the formulation of policies for the effective and economical operation of A4LE and its programs.
- Ensures implementation of the policies adopted by the Board.
- Has chief administrative responsibility for maintenance of agency facilities, and regular reporting to various bodies.
- Carries chief staff responsibility to ensure that legal obligations of A4LE are met.

6.2.4 Monitoring Chief Executive Officer performance.

The Board of Directors recognizes its position as the employer of the Chief Executive Officer and will be responsible for a systematic annual evaluation of the Chief Executive Officer performance. The evaluation will be for the purpose of improving the Chief

Executive Officer's performance and to provide a basis for consideration of the Chief Executive Officer's salary for the next year.

The Immediate Past Chair will facilitate the CEO evaluation process using an instrument that is commonly used in the association management field and is mutually agreed upon by the CEO and the Executive Committee.

Monitoring Chief Executive Officer performance is somewhat synonymous with monitoring organizational performance. The Board of Directors delegates management to the Chief Executive Officer and must have a process for ongoing monitoring of the Chief Executive Officer performance of the delegated duties. The purpose of monitoring is to determine the degree to which Board policies are being fulfilled.

The Board of Directors will monitor Chief Executive Officer performance by awareness of the Chief Executive Officer's job description, careful attention to all reports delivered to the Board of Directors and through an annual written evaluation of the Chief Executive Officer job performance.

It is the policy of A4LE to regularly evaluate the work performance of the Chief Executive Officer. The evaluation will be given prior to the Association's Annual Conference each year and all Board of Director members participating in the evaluation will have had a full year of interacting with and observing the Chief Executive Officer performance. Any increases in compensation of the Chief Executive Officer will be determined by the Executive Committee after completion of the evaluation. Any increase in compensation will be effective beginning with the pay period in which the employment anniversary date falls.

Although the evaluation will be facilitated by the Immediate Past Chair, the entire Board of Directors will participate in the evaluation process. The Immediate Past Chair will administer the evaluation process using an instrument that is commonly used in the Association management field and approved by the Executive Committee. As the administrator of the evaluation process, the Immediate Past Chair will recuse himself/herself from participating in the evaluation. All individual comments and evaluation ratings will be made known to the Chief Executive Officer and the Immediate Past Chair. The Board approved procedure for the evaluation process will be placed as an addendum to the Statement of Board Policy.

6.2.5 Board of Directors/ Chief Executive Officer relationship.

The Board of Directors recognizes and maintains the following guidelines in the Board of Directors relationship with the Chief Executive Officer:

- Good management is recognized as one of the key factors in the success of the organization. The Board of Directors reserves the authority to establish policies, approve plans, and programs and delegate authority to the Chief Executive Officer.
- The Chief Executive Officer will be responsible for hiring capable personnel within the limitations of Board policy and budget constraints, determining the appropriate compensation, training, supervising, disciplining and terminating if necessary.
- Board of Director members will refrain from individually discussing management and personnel issues with A4LE personnel other than the Chief Executive Officer. The Board

of Directors, in consultation with the Chief Executive Officer, may confer with key personnel at regular or special meetings of the Board of Directors.

Authority for management of A4LE will be through the Board of Directors to the Chief Executive Officer, then to other personnel. The Board of Directors will require full and timely information from the Chief Executive Officer concerning pertinent matters that relate to the management of A4LE.

The Board of Directors recognizes that efficient management of A4LE can exist only through mutual understanding and cooperation between the Board of Directors and the Chief Executive Officer. The Board of Directors also recognizes that the Chief Executive Officer is accountable to the Board of Directors to show results, but the Chief Executive Officer cannot perform well and show good results if not given latitude to exercise independent judgment in executing Board policy. Therefore, the Board of Directors grants that latitude of judgment and discretion and expects full accounting of performance from the Chief Executive Officer.

Removal of the Chief Executive Officer is subject to the terms of employment.

6.2.6 Board of Directors/ Chief Executive Officer responsibilities.

To assist the Board of Directors and Chief Executive Officer to work as a team, the following principles will guide the team members to determine responsibilities of each part of the team:

- Responsibility for determining general policy shall be entrusted to the Board of Directors. The Chief Executive Officer shall keep the Board of Directors informed regarding the progress of all important A4LE programs.
- The Board of Directors represents the public in setting the goals and establishing the basic policies and long-range goals for A4LE. It shall refrain from involvement in the administrative functions except to monitor and evaluate.
- The Board of Directors shall transact official business with professional staff members and other program employees only through the Chief Executive Officer.
- The Chief Executive Officer shall be responsible for administering the program in accordance with Board policies and regulations.
- The Chief Executive Officer shall be responsible for the selection and assignment of staff. This responsibility may be delegated by the Chief Executive Officer to other supervisory personnel.
- The Chief Executive Officer and staff shall prepare, and submit for Board action, an annual program plan and budget.
- The Chief Executive Officer shall provide the Board of Directors with data and information to enable the Board of Directors to make effective decisions.

7 Organizational Structure

Date Adopted:

Subject: Organization – Organizational Structure

Revised: July 2008; September 2010

7.1 Headquarters will maintain a current reflective Organizational Structure document, which will be subject to approval by the Board of Directors from time to time. Such Organizational structure will include the Association's quorum, regions, chapters, and headquarters staff.

8 Board Member Conflict of Interest Policy

Date Adopted: March 2002

Subject: Organization – Board member Conflict of interest Policy

Revised: October 2007; July 2008; September 2010

8.1 Purpose.

The purpose of the conflicts of interest policy is to protect the interests of the ASSOCIATION FOR LEARNING ENVIRONMENTS (“A4LE”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an interested person of A4LE. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

8.2 Definition of Terms.

8.2.1 Interested Person- Any director, officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity related to A4LE, he or she is an interested person with respect to A4LE.

8.2.2 Financial Interest- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
an ownership or investment interest in any entity with which A4LE has a transaction or arrangement; a compensation arrangement with A4LE or with any entity or individual with which A4LE has a transaction or arrangement; or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which A4LE is negotiating a transaction or arrangement.

Compensation- Includes direct and indirect remuneration as well as gifts or favors that is substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest if the appropriate board or committee decides that a conflict of interest exists.

8.3 Procedures.

8.3.1 Duty to Disclose- In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees considering the proposed transaction or arrangement.

8.3.2 Determining Whether a Conflict of Interest Exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

8.4 Procedures for Addressing the Conflict of Interest

8.4.1 An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement that results in the conflict of interest.

8.4.2 The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

8.4.3 After exercising due diligence, the board or committee shall determine whether A4LE can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

8.4.4 If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in A4LE's best interest; for its own benefit; whether the transaction is fair and reasonable to A4LE; and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

8.5 Violations of the Conflict of Interest Policy.

8.5.1 If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

8.5.2 If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.6 Records of Proceedings.

The minutes of the board and all committees with board delegated powers shall contain:

8.6.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board or committee's decision as to whether a conflict of interest in fact existed.

8.6.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of or any votes taken in connection therewith.

8.7 Compensation Matters.

8.7.1 A voting member of the board of directors who receives compensation, directly or indirectly, from A4LE for services is precluded from voting on matters pertaining to those services and that member's compensation. A person related to such member is also precluded from voting on that member's compensation.

8.7.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from A4LE for services is precluded from voting on matters pertaining to those services and that member's compensation.

8.8 Annual Statement.

Annually at the Board meeting held in conjunction with the annual conference each director, principal officer and member of a committee with board delegated powers shall sign a statement that affirms that such person:

- Has received a copy of the conflicts of interest policy
- Has read and understands the policy
- Has agreed to comply with the policy
- Understands that A4LE is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

[See Attachment "Board Conflict of Interest Disclosure Form"]

8.9 Staff Conflict of Interest Policy

The Board of Directors will ensure that there is a Conflict of Interest Policy that covers the Chief Executive Officer and all staff. The Chief Executive Officer will inform the Board of Directors of any changes to Staff Conflict of Interest Policy as an "Information Item".

ADMINISTRATION

9 Finance (Does not apply to Affiliate Board members)

Date Adopted:

Subject: Administration - Finance

Revised: July 2008; November 2008; September 2010, August 2011

9.1 Budget. The Chief Executive Officer shall prepare an annual budget for the ensuing fiscal year (January 1 through December 31) and submit it to the Board of Directors at a reasonable time after the conclusion of the annual conference for consideration and adoption.

9.2 Budget Changes and Transfers. The Board of Directors shall delegate to the Chief Executive Officer the authority to make line item budget changes or transfers up to 15% of each approved functional category of expenditure, as long as the sum total of the approved budget is not exceeded. Information regarding such changes or reallocations will be reported to the Executive Committee.

9.3 Banking. The Board of Directors shall delegate to the Chief Executive Officer the authority to establish a checking account, savings account, commercial credit accounts, credit cards and a safety deposit vault. The Chief Executive Officer or his/her designated representative shall be authorized to conduct financial transactions with the Association's bank. No personal charges are permitted.

9.5 Investment of Funds. The Chief Executive Officer shall be authorized to invest funds according to the approved investment policy of the Board (see section 11, Investment Policy).

9.6 Contracts. The Chief Executive Officer shall act as the sole contracting agent for the Association. He/She (or an appointed staff designee) shall be authorized to consummate and sign all contractual agreements. All contracts in the amount of \$50,000 or more shall be approved by the Board of Directors. Exceptions to this amount may be made for contracts associated with the Association Annual Conference or other related events that are stated as part of the annual budget. The Chief Executive Officer shall be empowered to negotiate and execute contracts on Board approved projects other than those involving a major change of scope or intent. Information regarding such contracts will be reported to the Executive Committee.

9.6.1 Contracts for service, hotel, meeting venues, and capital goods.

Due to corporate liability, and to protect members liability, members are not permitted to negotiate or execute any contract or legal instrument on behalf of A4LE, its members, its regions, or its chapters. Regions, chapters, and/or members of A4LE who wish to engage in contractual service associated with conferences, meetings, catering events, etc., on behalf of A4LE must do so through the A4LE headquarters. All contracts for service on behalf of A4LE must be negotiated and executed by the Chief Executive Officer or his/her designee. For specific procedures on contracts for conference and event related activities, see the Region/Chapter Conference Manual. This policy section applies only to those regions and chapters that are under the International corporate umbrella (A4LE, Inc.). Regions, chapters, and affiliates who are incorporated separately from A4LE, Inc., may use headquarters services to negotiate contracts if they choose, but A4LE, Inc. will not be the executing authority for those contracts.

9.7 Audit. The financial transactions of the Association shall receive an annual audit, review or compilation performed by an independent CPA. The Board shall appoint an Audit Committee to solicit the services of and examine the work of a CPA firm to conduct any financial audits or reviews at such a time when the service agreement is to expire. The committee will consist of members of the Board who are not members of the Executive Committee. The annual financial statement shall be transmitted to the Board of Directors through the Chief Executive Officer.

9.8 Financial Reporting. The Chief Executive Officer shall make quarterly financial reports as directed by the Board of Directors. These financial reports shall include 1) a quarterly budget, 2) a quarterly balance sheet 3) an annual budget projection, 4) quarterly receipt and expenditure reports on all A4LE transactions, 5) separate receipt and expenditure report on all contracts of \$50,000 or more, and 6) the annual CPA prepared financial report.

9.9 Finance Committee. The Executive Committee shall serve as the Association's Finance Committee. The Finance Committee will be responsible for reviewing the expenditures of the Association, the accounting procedures and the budget development process. The Finance Committee shall review the proposed fiscal budget prior to the meeting at which the budget is adopted.

10 Investment Policy and Cash Reserve Policy

Date Adopted: February 2002

Subject: Administration – Investment Policy

Revised: September 2010, September 2011

10.1 Preamble.

All funds of the Association for Learning Environments (A4LE) are held by the Board of Directors as a fiduciary. Therefore, even the legally unrestricted funds of the Organization are held by the corporation as a steward for the sake of carrying out its mission and purposes. The following investment objectives and directions are to be judged and understood in light of that stewardship.

10.2 Delegation.

The Board of Directors has delegated supervisory authority over its financial affairs to the Finance Committee of the Board. In carrying out its responsibilities, the Finance Committee will review this policy annually to ensure that the practices contained within, currently meet the needs of the Association.

10.3 Financial Institutions.

Investment of A4LE liquid assets may only be placed in federally insured instruments, such as, certificates of deposit and minimal risk bonds.

Allowable Investments

The CEO shall be authorized to invest A4LE operating and investment funds as follows:

- Federally insured Certificates of Deposit not to exceed the prevailing insured rate at commercial banks or savings and loans institutions;
- Money Market Funds that invest in government backed securities;
- Interest bearing checking and/or “sweep” accounts in federally insured banks not to exceed federally insured amounts; and,
- Direct Obligations of the U.S. Government, its Agencies and instrumentalities (federal bonds)

10.4 Reserve Funds.

10.4.1 A4LE will maintain adequate reserves for the following purposes:

The Operations Reserve will target a sum equal to three months of operating cash. Use of this fund may be authorized by the CEO and the Board must be informed within 30 days of its use.

The Conference Reserve will be funded to an amount to account for unanticipated losses incurred due to an economic calamity resulting in a cancelled event. Use of this fund may be authorized by the CEO and the Board must be informed within 30 days of its use.

The Special Project Reserve will be funded to cover unanticipated special projects such as program development, chapter/region development, outreach, and other programs that may need “startup capital” that are directly tied to the Strategic Plan of the Association. Use of this fund may only occur at the direction of the Board of Directors.

10.4.2 The reserves will be invested according to the guidelines established in section 9 in the Statement of Board Policy. They will be tracked in supplementary schedules and will be treated as unrestricted funds. If any of these funds decrease by 10% of their beginning balance for that fiscal period, the financial priority of the Association will be to replenish funds until they return to the original level.

10.5.4 The Committee, after the annual audit/financial review and with recommendations from the CEO, will determine the allocation to each of the established reserve funds.

11 Human Resources

Date Adopted:

Subject: Administration – Human Resources

Revised: July 2008, September 2010

11.1 Administrator. The Chief Executive Officer shall be responsible to the Board of Directors for personnel relations. He/She shall designate and define responsibilities of staff to serve as assistant Chief Executive Officer during his or her absence.

11.2 Employment of Staff. The Chief Executive Officer shall select, assign, supervise, evaluate or discharge personnel to execute the Board of Director's approved programs and activities of the Association.

11.3 Policy. The Chief Executive Officer shall be delegated the responsibility for developing administrative procedures to implement these policies.

11.4 Staff Evaluation. The Board of Directors shall evaluate the Chief Executive Officer. The Chief Executive Officer or his/her designated supervisor of the affected staff will evaluate all other staffs. The CEO will set compensation for staff and contract staff.

11.5 Consulting. A4LE will not provide consulting services for facilities planning projects. A4LE shall serve as a clearinghouse for A4LE members interested in providing consulting services in facilities planning. The Chief Executive Officer will develop procedures to ensure all interested A4LE members are notified of consulting possibilities.

12 Travels and Per Diem

Date Adopted:

Subject: Administration – Travels and Per Diem

Revised: July 2008; September 2010, August 2011

12.1 Allowable Charges. Actual travel and per diem costs by staff and contractors are authorized when performed in the most efficient and productive manner.

12.2 Authorization. The Chief Executive Officer shall be authorized to approve allowable travel and per diem reimbursements when such requests fall within reasonable and /or authorized levels.

12.3 Board Travel. Purpose: In order to ensure that the A4LE travel budgets remain within reasonable parameters, the following policy outlines the procedures and expenditures for necessary travel by members of the Board of Directors. It is intended to serve as a guide for members of the Executive Committee in planning and executing their travel and the reimbursement policy. The policy will mirror what staff currently uses in accordance with standards enforced by the laws of Arizona and accounted for by an independent auditor (compliance with policy and internal controls in accordance with IRS rules and GAAP).

Budget: Prior to the beginning of each year, an operating budget is created for A4LE, which includes Board Travel. The Board of Directors will decide what travel will be reimbursed by the Association in an aggregate amount, which will be estimated and advised by the Chief Executive Officer. That amount will be the Board Travel line item.

Board Meetings: Directors that are public sector employees, and retired as defined in the Emeritus clause, will be reimbursed for travel to budgeted regular meetings of Board of Directors outside of the annual conference and exposition, which will usually be held one time each year. Directors from commercial firms will be reimbursed a set stipend, which is designed to help offset costs incurred by the Board member, not cover it completely. This amount will be determined at the time the budget is calculated.

Annual Conference: Directors from public sectors, and retired as defined in the Emeritus clause, will be reimbursed for costs incurred at the annual meeting to cover air travel, hotel and meals. Directors from commercial firms generally attend the conference as a business expense and opportunity and will be provided a stipend intended to offset the cost of up to two room nights.

Committee and Member Travel: A4LE does not fund committee members or individual members for travel unless it is part of the approved budget and specified as committee/member travel. In the event there is a committee/member travel line item, only public sector, and retired as defined in the Emeritus clause, personnel will be eligible for reimbursement, members from commercial firms who engage in committee or individual committee travel are not eligible for travel funding unless approved by the Board of Directors in advance.

13 Membership

Date Adopted:

Subject: Administration - Membership

Revised: September 2010, December 2020

13.1 Membership Year. The membership year shall be one year from the calendar year month of acceptance into membership.

13.2 Dues. The amount of membership dues shall be established and announced by the Board of Directors to the members six months in advance of the effective date. All membership applications shall require a full year's dues at the time of consummation. Fees paid by affiliate organizations will be in accordance with existing MOU's or contracts

13.3 Dues Invoicing and Payment. Membership dues shall be paid in United States currency or with currency at the existing rate of exchange as established by the United States Treasury at the time of payment, or in other currencies at conversion rates set by the Board and determined annually by the A4LE Board at its fall meeting.

The Chief Executive Officer or his/her designated representative shall prepare a dues payment renewal invoice annually. Dues invoicing and payment will be on a monthly basis. Invoices for annual dues will be prepared and mailed to all members whose anniversary falls within the affected month sixty (30) days prior to the beginning of the month. A reminder of dues payment shall be mailed to all unpaid members thirty days after the beginning of the affected month. A list of all those sent a reminder notice will also be sent monthly to the Regional members of the Board, Regional and Chapter Chairs or their appropriate designee.

A personalized letter to unpaid individuals will be mailed sixty (30) days after the last day of the due date. A Dropped Member report, or its equivalent, will be forwarded to the appropriate Region or Chapter officer for their membership retention purposes.

All unpaid renewals at the end of ninety days after the completion of the affected month will be notified of their removal from the Association's membership rolls.

13.4 Dues Rebate and Payment. A dues rebate in an amount established by the Board will be paid to each recognized A4LE Region and Chapter (50% going to each) in January for each member in good standing as listed in the Annual Membership Directory, or membership database, whichever is most current as of December 31st of the preceding year. The rebate will be solely for purposes of A4LE membership development and program enhancement. Each Region and Chapter receiving the rebate will report annually in writing regarding the disposition of the funds. For Chapters that exist outside of recognized regions (excluding Affiliate regions and chapters) the rebate per member will be paid directly to the Chapter. Payment of the rebate is contingent on full adherence to A4LE financial reporting criteria for Chapters and Regions.

13.5 Emeritus Membership. Emeritus membership shall be conferred on members in accordance with the Bylaws. Eligible individuals desiring emeritus membership status shall express his/her wishes to respective region for recommendation to the Chief Executive Officer. The Chief Executive Officer shall verify eligibility and recommend that the Board confer such membership on individuals requesting such recognition. All emeritus members shall be entitled to all Association

benefits without payment of annual dues. Emeritus members are eligible to attend the Annual Conference exempt of basic registration fees for themselves. Participation of spouses or guests shall be at the regular Conference rates.

14 Special Projects

Date Adopted:

Subject: Research and Development – Special Projects

Revised: October 2007; July 2008; September 2010

14.1 Authorization. The Association shall engage in research and field-type activities when the Chair determines that such activities contribute to the goals and purposes of the Association.

14.2 Board Approval. Projects of \$50,000 or more shall be approved by the Board of Directors before any obligations are created.

14.3 Selection of Personnel. Selection of Association members to participate in special projects will be based on training, experience, willingness and availability.

14.4 Reimbursement. A4LE members serving on a A4LE special project team shall be reimbursed for travel expenses. Members may contribute or donate their salary for special projects to A4LE in return for tax credit considerations.

A4LE may charge for its administrative services at a rate of the cost for staffing plus travel.

14.5 Accounting. The Chief Executive Officer shall be charged with the responsibility for adhering to all IRS regulations, Generally Accepted Accounting Principles (GAAP) and such state requirements as may apply. The Board of Directors shall be held accountable for meeting all corporation procedures as required by the State of Arizona.

14.6 Evaluation. The Board of Directors shall periodically review and evaluate A4LE conducted special projects.

14.7 Special Project Accounts. A4LE conducted special projects shall be examined at least once annually by A4LE's CPA.

15 Grants

Date Adopted:

Subject: Research and Development - Grants

Revised: September 2010

15.1 Administration and Execution. The Chief Executive Officer shall be responsible for the administration and execution of grants.

15.2 Negotiations. The Chief Executive Officer shall be responsible for the negotiation of all Association grant proposals.

15.3 Development. Any Association member, committee or task force shall be authorized and encouraged to identify, stimulate and develop research and development proposals.

The Chief Executive Officer shall be responsible to negotiate final contractual agreements of grant proposals.

15.4 Evaluation. The Board of Directors shall periodically review and evaluate the Association's grants program.

15.5 Dissemination. The Chief Executive Officer shall be responsible for the coordination of the dissemination of data and information derived from Association sponsored research and development projects.

Date Adopted:

Subject: Research and Development – Research Protocol

Revised: September 2010

16.1 Solicitation of Research Proposals.

The Association may periodically issue requests for proposals (RFPs) or receive unsolicited proposals to endorse educational facility research – through direct financial support or through ancillary support such as endorsement or other such means.

Research proposals may be identified via staff, members, regions or chapters, or others who approach the Association. The Chief Executive Officer shall serve as contact point for entertaining proposals and making an initial determination as to whether it meets the need of the Association.

16.2 Evaluation of Research Submissions and Proposals.

The Chief Executive Officer will work with the Executive Committee for the purpose of evaluating proposals. Research will be evaluated for its relevance to the organization's focus. Favorable recommendations from the Committee shall be brought forward to the Board of Directors for approval. No research may bear the A4LE endorsement (or imply endorsement) nor be authorized at the Chapter, Region, or International level without International Board approval.

16.3 Approval and Award of Research Grants.

The Chief Executive Officer will place before the Board of Directors any recommendations from the Research Committee for approval. The Board will act on proposals and a decision will be rendered as soon as practical. Research without A4LE International Board authorization may not bear the A4LE logo, nor refer to A4LE as to imply an endorsement.

16.4 Supervision and Oversight of Research Projects.

The Chief Executive Officer on behalf of the Association shall monitor the progress of any research authorized by the Board of Directors to be conducted under A4LE auspices. The Chief Executive Officer shall routinely monitor the performance measurements outlined in any research grant to ensure timely delivery of status reports, scheduled drafts and final reports.

16.5 Publication and Dissemination Rights.

A4LE at its discretion may determine how research funded on its behalf will be published and disseminated. No chapter or region may distribute A4LE funded research without the approval of the International Board.

Where shared or partnered studies exist, publication and dissemination rights shall be agreed upon in writing prior to publication or dissemination. Questions of copyright [shared or sole], ownership of documents through joint agreements and questions of shared costs and royalties will also be addressed prior to publication and dissemination.

PROGRAMS & EVENTS

17 Association Event Management and Fees

Date Adopted: December 2017

Subject: Programs & Events - Event Management and Fees

Revised:

17.1 The Association may prescribe fees for educational and networking events.

17.2 The Board of Directors delegates authority to the CEO to set reasonable fee schedules, operational procedures, policies for refunds, and guidelines for all A4LE networking and educational events that are fee and/or sponsor based.

17.2.1 Members of the Board of Directors, Steering Committees, and other subgroups and organizing committees are encouraged to discuss sponsorship opportunities in accordance with the published fee/sponsorship schedule of fees, but further negotiation and other matters associated with sponsor fulfillment will be deferred to staff.

17.3 Attendees, sponsors, exhibitors, and speakers who have outstanding balances may not participate in any A4LE event which requires a fee until all of those balances are paid in full. This includes chapter and region events.

17.3.1 A list of individuals and their companies (if applicable) delinquent for 90 days or more in outstanding balances for events, may be published and circulated to all members of the Board of Directors, and all Region Leadership bodies in order to assist in collection efforts. Leaders will be encouraged to contact them at that time to request payment to the Association.

17.4 Event Management — Roles and Responsibilities

17.4.1 LearningSCAPES

A4LE Chair:

- Preside over the LearningSCAPES conference.
- Appoint Program Committee and chair.
- Appointment of chair of the Program Committee will occur the year the Chair takes the office of Chair-elect – that person will serve on the Program Committee for the next two years, becoming chair in the presiding year.
- Develop Theme
- Select Keynote speakers (as applicable)

Program Committee:

- Issue call for speakers (learning sessions)
- Evaluate call for speakers and select session speakers
- Recommend to Chair keynote speaker possibilities
- Identify and recommend other content delivery ideas and suggestions
- Work with EXCOMM, CEO and staff to maximize opportunities for quality content during this event

EXCOMM:

- Appoint subcommittees as recommended by Steering Committees for sponsorship and other appropriate groups as identified in the LearningSCAPES plan.

Knowledge Center Steering Committee (KCS):

- Recommend to the Chair theme concepts
- Recommend to Program Committee areas for content development
- Seek volunteers to recommend for Chair appointment to the Program Committee

Development Steering Committee (DSC):

- Recommend to the EXCOMM appointments for sponsorship committee (each year)
- Recommend to CEO, sponsorship packages that align with the overall sponsorship program for the Association.

CEO (staff):

- Develop overall LearningSCAPES business and operations plan
- Site selection (venue and city)
- Budget preparation and fee schedule/expense approval
- Overall program flow
- Space allocation
- Overall conference schedule
- Space and schedule assignments for session speakers
- Contracts
- Logistics (decorator, A/V, registration)
- Marketing

17.4.2 International level symposia, webinars, and other planned events

KCS:

- Generate topic ideas for future single topic symposia for multiple years
- Recruit content presenters for non-commercial/MAC symposia

DSC:

- Recommend to CEO, sponsorship packages that align with the overall sponsorship program for the Association.

CEO (staff)-

- Planning and logistics as stated above. These will be planned as part of the business/work plan presented to the EXCOMM and Board each year (aligning with the budget cycle).

See Companion Document for Programs and Events Appendix for further information

18 Annual Conference

Date Adopted:

Subject: Programs & Events - Annual Conference

Revised: October 2007; September 2010, December 2017

18.1 Site Selection. The Chief Executive Officer shall be authorized to receive proposals, to review each and to select the time and place for the Association's annual conference.

18.2 Management. The Chief Executive Officer shall have all management responsibilities necessary for successfully conducting the annual conference. He/She shall coordinate the program, readjust the schedule if necessary, make all contractual arrangements, develop a budget, and recommend all related fees to the Board of Directors for approval. As part of each annual conference, the Chief Executive Officer will formally seek feedback and suggestions from conference attendees for future conferences and how they may be enhanced, the formalized survey results will be submitted to the Board of Directors within (3) months.

18.3 Complimentary Registration. The Board of Directors may authorize the Chief Executive Officer to provide complimentary annual conference registration to the press, special guests, and key speakers.

Date Adopted:

Subject: Programs & Events - Conferences, Seminars, Workshops, Symposia and Institutes

Revised: October 2007; September 2010, October 2019

19.1 Authorization. The Board of Directors authorizes the Chief Executive Officer to establish programs and events that further the mission of the Association and provide the dissemination of content. Such programs may be developed for the purpose of providing in-service training to members and other interested parties. In most cases such programs will be topical in nature, providing insight into trends and recent developments.

19.2 Management. The Chief Executive Officer shall have the management responsibility for such programs. He/She may enter into contracts to successfully achieve the stated purposes.

He/She shall establish a registration fee schedule, which will reflect an appropriate discount to participating A4LE members, and student attendees, providing the program is otherwise self-supporting, or unless prohibited by a funding source.

19.3 Hosting A4LE Events at Private Firms. The purpose is to create an equitable and fair environment for all A4LE members who may wish to host an event.

19.3.1 Application: private firms seeking opportunities to host A4LE symposia, conferences, and other related events at their campuses and facilities.

- Firms hosting events must be either group members or have at least one member, in good standing of A4LE.
- All event opportunities shall be available on sponsorship web presence as soon as event initial planning is launched
- Additional sponsorship opportunities shall be added to sponsorship web presence as developed
- When symposia or other similar type events are in the planning stages, staff will put out a call for firms who may wish to host the event in the prescribed area.
- Events shall not be branded with Firm name (Example: “xyz Architecture Gala name”; “Event name sponsored by xyz Firm name”).
- Sponsorship recognition shall be consolidated on print media, digital media etc. to recognize all sponsorship participation in one page / pages
- Sub event sponsorships (Example coffee break, happy hour, etc.) will have signage at event recognizing the Firm Sponsor
- Sponsorship recognition graphics / print media / PowerPoint etc. shall represent \$value or value of in-kind contributions ranked in order of scale
- Program advertising and messaging prior to event shall focus on program and its benefits not the sponsoring companies / Firms
- Event hosts and high-level sponsors may be offered focused opportunity to speak at event such as introducing the keynote speaker – remarks shall avoid advertising the benefits of the Firm but may include reference to company mission/ vision and its synergy with A4LE mission
- Interested firms that have adequate facilities will then respond and note the following:
 - Location of the facility
 - Capacity

- Availability of tech and other presentation aids
- Proximity to lodging facilities and airports
- Any interest in sponsoring
- Any interest in participating in the program
- Possible tours that can be arranged (if appropriate to the subject matter) either close by or of the campus itself
- Stipulate any costs A4LE would be responsible for (i.e., catering, rental fees)
- Staff will evaluate responses and select the best possible location based on A4LE meeting planning guidelines, marketability, costs, and general feasibility.

20 Awards and Recognition

Date Adopted:

Subject: Awards and Recognition

Revised: October 2007; July 2008; September 2010, June 2011

20.1 Authorization. The Association shall establish an awards program for the purpose of bringing strength to the organization and improving the quality of professional activities. The Board of Directors may create or modify established awards from time-to-time as necessary to forward the mission of A4LE and the school facilities industry in general.

20.2 Process. All official awards and their criteria will reside in a document, which will be maintained by a Board designated committee. The committee responsible for awards will review each award periodically in order to ensure continued relevance and appropriate criteria. Furthermore, the committee will provide routine reports to the Board of Directors with updates on all award programs and juries at a minimum of two times a year.

21 Sponsorship Program Guidelines

Date Adopted: November 2013

Subject: Programs & Events – Sponsorship Program Guidelines

Revised:

21.1 Sponsorships from private and public entities are crucial to the success of many A4LE programs and operations. Sponsorships may be accepted as monetary contributions and/or in-kind services from member and non-member organizations that align with A4LE's mission, vision, and values.

21.2 Sponsorships may be solicited by individual members, chapters, regions, and A4LE staff. If a sponsorship is obtained that requires a fulfillment agreement and/or contract (i.e. a formal quid pro quo instrument), all such instruments are required to be reviewed and executed by an authorized member of A4LE staff. The terms for other sponsorships that do not require formal documentation (i.e. a general sponsorship for signage, etc.) may be negotiated by authorized chapter and region officers. Invoices generated for non-formal sponsorships will be directed by chapter/region representatives to A4LE staff.

21.3 Sponsorships offered for any A4LE program, service, or event must be offered to all prospective sponsor organizations on an equal basis. A4LE may not limit any sponsorship opportunity to one organization exclusively thereby offering an unfair advantage over that entity's competitors. A4LE may limit the number of sponsorships to be offered, however, not regarding a specific product or industry sector. (i.e. A4LE may limit the number of sponsorships available for a luncheon, but the sponsorship must be open for all sectors of the industry)

21.4 The intent of this policy is to comply with the stipulations required and expressed to maintain not-for-profit status in the jurisdictions.

22 Participation of Minors at A4LE Events

Date Adopted: November 2013

Subject: Programs & Events – Participation of Minors at A4LE Events

Revised:

A4LE encourages the participation of minors at conferences, programs, and events. Their perspective, as student, of what constitutes an ideal learning environment provides great value to A4LE members.

22.1 Safety. In order to protect any minor who attends a A4LE event, A4LE requires that the following minimum standards be met:

- No person under the age of 18 may attend a A4LE event without the accompaniment of an adult sponsor/chaperone [herein referred to as “responsible party”] who has been approved in writing by the child’s parent or legal guardian.
- No photos may be made of any person under the age of 18 without written consent from the responsible party.
- No person under the legal age of consumption may be present when alcohol is served in an open unsupervised environment (i.e. a hospitality room with non-hosted bar).
- Responsible parties are required to accompany children under the age of 18 to all meetings, event, and other functions that are in conjunction with the A4LE event.

[See Attachment “A4LE Event Function- Minor Participation Form”]

PUBLIC INFORMATION

23 A4LE Position Statements

Date Adopted:

Subject: Public Information – A4LE Position Statements

Revised: October 2007; September 2010 (To be reconsidered by the Policy Advocacy Committee 2010)

The Association shall make policy level statements and provide reactions to proposed programs as the opportunities present themselves. These position statements may include reactions to governmental programs, rules and regulations.

23.1 Responsibility. At his/her discretion, the Chair, and Board of Directors, are responsible for the leadership of the Association in its role as an organization, influencing and improving the planning of the physical environment for education.

23.2 Management. The Chair, and Board of Directors, shall represent the Association's position while responding to and/or initiating discussion of specific issues relating to the Association and the facility planning profession. The Chief Executive Officer shall assign staff as required to assist the Chair, and the Board of Directors, on position statements.

23.3 Association Endorsed Policies and Other External Matters. On matters of A4LE policy and official organization position, the Chair, or a Board designated alternate, will speak to and convey such information on behalf of the Association or the Board [i.e., any national, state or local matter involving the media, press, or other entity requesting the input of the Association as an organization]. Positions or “endorsements” that have not been previously reviewed and authorized by the Board shall be brought to the Board for review, discussion and approval as appropriate. In the event that a matter is of such a nature that the Board cannot be readily engaged to discuss it, the Executive Committee of the Association, upon a briefing from the Chief Executive Officer, shall make a determination. Such action will then be reported to the Board at its next meeting for final discussion and approval.

24 Endorsement of Candidates for Chair-Elect.

Date Adopted:

Subject: Public Information – Endorsement of Candidates for Chair-Elect

Revised: September 2010

As a matter of practice, members of the International Board shall refrain from public endorsements of individuals who are seeking election as the Association's Chair-Elect. Such endorsements may give the appearance that the Board is endorsing the candidate. Also, as a matter of practice, the A4LE Board of Directors will not endorse a candidate for any office within the Association.

24.1 Regional Endorsement of Candidates. It is strongly suggested that Regions and Chapters refrain from any endorsement of candidates from outside their respective Region or Chapter. Such endorsements may be confusing and provide an inappropriate advantage to one candidate in a general Association-wide election. It is the intent of the Board that candidates for elected office shall be considered on their merits as candidates.

LIAISON

25 Committee for Architecture in Education (CAE)

Date Adopted:

Subject: Liaison – Committee for Architecture in Education (CAE)

Revised: October 2007; September 2010

25.1 The Association shall, when appropriate, support and promote the activities and programs of the American Institute of Architects / Committee for Architecture in Education (CAE) and maintain a liaison relationship with the Committee on an on-going basis. On an annual basis, the A4LE Chair, or his designate, shall appoint a liaison to the AIA/CAE.

26 Other Liaison Programs

Date Adopted:

Subject: Liaison – Liaison Programs

Revised: October 2007; September 2010

The Association encourages the development of liaison with professional association-type organizations that maintain an interest in or programs for the improvement of education and educational facility planning and can be meaningful and beneficial to our members.

26.1 Management. The Chief Executive Officer acting on behalf of the Board, and in consultation with the Executive Committee, shall be responsible for leadership in the development of effective liaison relationships.

The Chief Executive Officer shall have the authority to travel and meet with professional organizations in support of effective liaison programs. Members of the Board who function in this capacity may do so only upon approval of the Chief Executive Officer, or the Chair acting on behalf of the Board.

26.2 Approval. The Chief Executive Officer shall consult with and recommend to the Board of Directors readjustments, extensions of existing programs and future projections of liaison activities.

27 Memoranda of Understanding
Date Adopted: October 2007
Subject: Liaison – Memoranda of Understanding
Revised: September 2010

27.1 The Chair shall ensure that any proposed programs with potential non-A4LE partner organizations shall file a formal written Memorandum of Understanding. The Memorandum of Understanding shall include: common values, benefits and risks, costs, milestones, scheduling, and contractual obligations and options to withdraw support. The Memorandum of Understanding shall be approved by the Board of Directors.

REGIONS, AFFILIATES AND CHAPTERS

28 A4LE Regions, Affiliates, and Chapters

Date Adopted:

Subject: A4LE Regions, Affiliates and Chapters

Revised: October 2007, July 2008; November 2008; March 2009; September 2010; January 2011; February 2013, September 2017, October 2018, July 2021

28.1 Authority. [Stated in A4LE Bylaws]

28.2 Region and Chapter Bylaws. Each organized region and chapter shall develop and submit to the A4LE Board of Directors for approval a set of Bylaws to govern the proposed region and chapter. Modification of approved Bylaws must be submitted to the International Board of Directors for approval.

28.3 Leadership. [Stated in respective Region/Chapter bylaws]

28.4 Meetings. Each recognized region shall have a minimum of two meetings annually. One meeting will be held in conjunction with A4LE's annual conference and the other will be scheduled within the respective region. Regions and Chapters shall report meeting schedules to Headquarters for the purposes of avoiding conflicting dates and keeping a master Association calendar.

28.4.1 As a prerequisite to establishing a dues structure for corporate memberships, the subsidization of members must be addressed at the chapter and regional levels. In effect, many individuals are partaking in lower-tier A4LE functions while not being a member of the organization. In effect, "non-members" who enjoy participation and receive benefit, are being subsidized by the loyal dues-paying members. There are costs associated with operating and maintaining any organization that are often not seen by members at the chapter and regional level. By addressing this issue, additional revenue will be made available to A4LE HQ to help cover the basic costs of operating an Association and can assist in establishing the dues structure for corporate memberships.

Below is a format to address this issue. It allows for a "surcharge" to non-members when attending a A4LE function. In order for this to be effective, leadership at both the regional and chapter level must acknowledge and abide by the established process. This may require changes to the chapter bylaws. Public non-members are defined as employees within educational entities, state and federal organizations, and any other qualified authority to be determined by the executive director. Private non-members are defined as employees within a private company to include architects, engineers, consultants, and vendors. All surcharge fees as stated below will be periodically determined by the Chief Executive Officer. All surcharge proceeds will be collected by the A4LE HQ and accounted for as "non-member" proceeds for accounting purposes.

Chapter/Regional Function: A chapter/regional function is defined as any planned event that is published and marketed, utilizes the A4LE "brand" and delivers educational content. A function can be a chapter meeting, conference, symposium, or workshop. Regardless of the event nomenclature, a surcharge should be assessed to all non-members. Educational

content includes, but is not limited to, presentations, roundtable or panel discussions, and facility tours. Official events must be programmed through the Associations management system for a variety of business and legal reasons. In order to cover costs for processing events outside the Associations management system and/or offers for “free” participation for non-members, Regions/Chapters will be assessed a surcharge fee per event.

Chapter Meetings: These meetings occur monthly or quarterly, depending on the applicable chapter. In many cases, lunch is provided as well as a program and/or school tour. Below are suggestions for increased revenue and reduced subsidization of A4LE members.

28.4.1.1 Vendor Sponsored Lunch: It is recognized that vendors receive a value in return for sponsoring A4LE events and the benefit of A4LE membership is that vendors are entitled get this exposure. Therefore, a vendor providing lunch shall be a A4LE member in good standing. If the vendor is not a dues-paying member of A4LE, the vendor will be assessed a surcharge payable to the chapter leadership to help cover costs that the members pay for through their dues. If there are multiple vendors sponsoring a lunch and some are members and some are not, the non-members must collectively pay the surcharge for participating in the event. If the vendor sponsoring lunch does not want individuals charged for lunch (providing free/no cost to participants), vendors will be required to pay a surcharge. The chapter may charge an additional surcharge for the chapter to retain, if desired.

28.4.1.2 A4LE (Public and Private) Members: Depending on the format of a given chapter, a charge for lunch could be incurred by A4LE members. That will be a decision of the chapter, and they will be accountable for any revenue generated by this requirement. In this case, no revenue will be forwarded to A4LE HQ.

28.4.1.3 A4LE (Private) Non-Members: Private Non-members will be assessed a surcharge above the charge established for members by the Chapter leadership for events.

28.4.1.4 A4LE (Public) Non-Members: Public Non-members will be assessed a surcharge above the charge established for Public members by the Chapter leadership. If Public members are not charged any fee for the meeting, the region or chapter has the option to pay the surcharges for each non-member attending, from their region or chapter funds.

28.4.1.5 Process: A process must be put in place that will ensure compliance. This would involve the following:

- A4LE HQ must be made aware of all scheduled meetings and provide any necessary assistance for implementation.
- Clear communication to chapter leadership about format changes, possibly through by-law modifications.
- Clear communication in all written correspondence notifying members of the event, and the charges associated for non-members. RSVP shall be encouraged for all members to ensure adequate provision of meals.

- A protocol will be put in place in coordination with staff to ensure members and non-members are accounted for in the attendance roster.
- A4LE members will be provided with an identification badge. Visitors will be provided with a Visitor's badge. The applicable chapter will be responsible for providing badges; however, badges can be purchased through A4LE HQ.
- A sign-in list, as well as additional collected revenue will be remitted to A4LE HQ.
- A non-member may opt to join A4LE (as a dues-paying member, if applicable) upon check-in at the event. In this case, non-member would be considered a member and therefore, would not have to pay non-member rate for the event.
- Follow-Up: During each meeting, leadership will introduce all guests, explain how the process will work, and encourage visitors to become members.
- Waiver: A newly created or recreated chapter may elect to waive the non-member surcharge for up to (12) twelve months after recognition as a newly created or recreated chapter. Recognition shall occur on the day the Chapter's bylaws are approved by the International Board of Directors.

Chapter/Regional Conference: These meetings occur quarterly or annually, depending on the applicable chapter. Usually, a charge is associated with attending the conference. Below are suggestions for increased revenue and reduced subsidization of A4LE members.

28.4.1.6 A4LE Members: Depending on the chapter, a charge may be assessed to A4LE members. These types of conferences usually take place in lieu of regional conferences.

28.4.1.7 A4LE Non-Members: Non-members will be charged a surcharge above the registration cost for members. For example, if the charge is \$100 for members, non-members will be charged \$100 plus the established surcharge. If there is no charge to members, non-members will be charged the surcharge.

28.4.1.8 Process: A process must be put in place that will ensure compliance. This would involve the following:

- A4LE HQ must be aware of all scheduled meetings and provide any necessary assistance for implementation.
- Clear communication to chapter/regional leadership, possibly through by-law modifications.
- A protocol will be put in place in coordination with staff to ensure members and non-members are accounted for in the attendance roster.
- A4LE members will be provided with an identification badge. Visitors will be provided with a Visitor's badge.
- A sign-in list, as well as additional collected revenue will be remitted to A4LE HQ.
- A non-member may opt to join A4LE (as a dues-paying member, if applicable) upon check-in at the event. In this case, non-member would be considered a member and therefore, would not have to pay non-member rate for the event.

28.4.2 Events held by regions and chapters are part of the overall A4LE corporate operations umbrella and are critical components of association business activities. The

Chief Executive Officer or his/her designee [“staff”] shall have all management responsibilities necessary for successfully conducting meetings, business functions, events, and conferences held by regions and chapters. If a program, event, meeting, or conference is likely to incur substantial losses or low attendance the Chief Executive Officer will have ultimate authority to decide whether the event proceeds.

28.4.2.1 Staff shall coordinate the program, plan the schedule, select appropriate sites/venues, select dates, make all contractual arrangements, and develop a budget. The Staff will coordinate these activities in consultation with chapter/region leadership. The following is a breakdown of basic responsibilities that are typical with planning protocols. This list is basic and does not include all aspects of the planning process. Staff may add components as necessary to either category depending on circumstance.

Role of Region/Chapter Leadership:

- Identify several venue destinations (cities)
- Establish a program
- Develop Theme
- Select Keynote speakers (working with staff to budget)
- Evaluate call for speakers and select session speakers
- Appoint local arrangements committee (including learning tours if applicable)
- Provide a general vision of the conference
- Identify potential sponsors
- Facilitate on-site staff assistance (volunteers)

A4LE Staff and Contractors (managed by A4LE Staff)

- Issue and manage call for speakers (learning sessions)
- Develop overall LearningSCAPES business and operations plan
- Manage sponsorships
- Site selection (venue)
- Budget preparation and fee schedule/expense approval
- Overall program flow
- Space allocation
- Catering
- Overall conference schedule
- Space and schedule assignments for session speakers
- Contracts
- Logistics (decorator, A/V, registration)
- Marketing

28.5 Region and Chapter Budget and Financial Reporting. Regions and Chapters of the Association for Learning Environments will create an annual operating budget specific to the revenues and expenditures of each individual region and chapter on an annual basis for approval by the International Board of Directors (delegated to the Chief Executive Officer).

28.5.1 Region and Chapter leadership will conduct an annual plan for events and other activities that either garner revenue and/or expend fiscal assets.

28.5.1.1 Plans will include a budget for each event with anticipated revenues and expenses.

28.5.1.2 Events in which revenue is collected will include an expense line to account for Association operations costs through general and administrative expenses (G&A member dues subsidies) and non-member fees.

28.5.1.3. Budgets may not include events in which expenditures exceed revenues, where applicable, without advance approval of the CEO. Eq. Conferences and meetings may not anticipate a net loss if registration fees are charged to attendees or sponsorship revenue is collected.

28.5.2 Regions and Chapters will use a uniform financial reporting process that is generated by the A4LE accounting system. This will apply to periodic financial reports and event reconciliation.

28.5.3 Regions and Chapters are required to use a uniform registration system as part of the overall Association management systems for all events hosted by an A4LE region or chapter.

28.6 Awards. [Procedural Guidelines]

28.7 Program Content Committee for Regional Conference. [Procedural Guidelines]

28.8 Organizational Lines. Region and chapter organizational network.

28.9 Affiliates [Stated in A4LE Bylaws]

28.9.1 A contractual agreement for service will be made between the Chief Executive Officer and the Board of Directors of the Affiliate organizations for services rendered by the A4LE Headquarters. Affiliate organizations will establish and manage their own corporate structure and financial policy.

28.10 Establishment of Regional Boundaries.

Members of A4LE will be assigned to a specific A4LE region with the exception of those categorized as "Members at Large". Membership within each region will adhere to the regional geographical confines listed in the "Regional Boundaries Appendix". Members Living in countries, protectorates and other political divisions not included within one of the existing A4LE regions will be considered "Members at Large" and may choose to join a A4LE region of their choice.

ACCREDITED LEARNING ENVIRONMENT PLANNER (ALEP) PROGRAM

29 Accredited Learning Environment Planner (ALEP) Program

Date Adopted: December 1, 2011

Subject: ALEP Program

Revised: October 2015 (New Name)

29.1 Authority [Stated in A4LE Bylaws]

29.2 Administration: The ALEP Commission will administer all programs associated with conferring the designation of ALEP to qualified candidates.

29.3 ALEP Commission: The ALEP Commission (as stated in the Bylaws) will operate independent of the Board of Directors in order to insulate the Board from matters of anti-trust, collusion, favoritism, and problems that may arise in the appeals process of ALEP candidates or disciplined ALEP designees.

29.4 Statement of Program Policy: The ALEP Commission will develop and maintain policies and procedures for all aspects of the ALEP program. Such policies and procedures will include, as a minimum:

- Minimum requirements for ALEP application
- Minimum requirements for certification renewal
- Statement of compliance of all corporate laws of the State of Arizona, and the United States (what about international?)
- Statement of non-discrimination based on protected classes stated within the U.S. Civil Rights Act of 1964
- The process (and rights) for candidates to appeal non-certification or certification removal
- Minimum criteria for service on the ALEP Commission and the appointment process
- Statement that the ALEP is open to members and non-members of A4LE alike (non-members may be assessed an additional fee by law)

29.5 ALEP Commission Membership: The ALEP Commission will establish criteria, term limits and the appointment process for membership on the Commission.

29.6 Funding. The Chief Executive Officer will prepare a budget line item for the operations, staffing, and logistics of the ALEP program and will determine its fees for application, certification, and renewal of the ALEP program.

ELECTRONIC VOTING

30 Electronic Voting and Quorum Requirements

Date Adopted: February 9, 2012

Subject: Process for electronic voting and quorum requirements for governing boards, committees, and commissions when not in session

Revised:

30.1 Governing bodies may vote through electronic means such as email and other established communications methods as established by the chair, when not in an official session.

30.1.1 Electronic voting may take place to ratify bylaw amendments, approve policy matters, and other significant actions that are time sensitive and cannot wait until the next scheduled meeting of the governing body. Electronic voting is not intended to replace regular meetings and conference calls.

30.1.2 The Chair of the governing body will contact all members through electronic means with a full explanation of the matter and ask for a reasonable timetable in which to pose questions and discuss the matter.

30.1.3 On or before the date specified by the Chair, all members of the governing body will be expected to render a yes or no vote. Failing to receive a response from a member shall be recorded as an abstention. The Chair, or his/her designee, will tally the votes and disclose to all members of the governing body how each member voted. At that time the action is either enacted or rejected.

30.2 Quorum requirements for electronic voting are the same as the established quorum requirements stated in the A4LE Bylaws (a simple majority). If, by the deadline that was set for voting, the minimum number of votes that equal that of a quorum are received, the votes will be tallied, and the action declared by Chair.

30.3 General election and/or bylaw voting for regions and chapters may take place through electronic means as established by the A4LE headquarters.

31 Private Inurement

Date Adopted: March 30, 2017

Subject: Employee/Volunteer Appreciation Gifting

Revised:

31.1 Employees and volunteers may accept small appreciation gifts from members and/or the Association under the following stipulations:

31.1.1 Members and Region/Chapter officers may give employees cash or cash equivalents for amounts up to \$500. Any gift made to a staff member must be approved by the Chief Executive Officer in advance.

31.1.2 Members and Region/Chapter officers may give employees de minimis gifts other than cash or cash equivalents for up to \$500 in value. Any amounts over \$500 may be given with advance permission from the Chief Executive Officer. If the amount of the gift exceeds the "materiality test" under Generally Accepted Accounting Principles (GAAP) as deemed by a licensed CPA in the State of Arizona, the issuer and recipient of the gift may be subject to payroll and other taxes.

31.1.3 Members and Region/Chapter officers may give volunteer members cash or cash equivalents with advance permission from the Chair of the Board of Directors for amounts up to \$500.

31.1.2 Members and Region/Chapter officers may give volunteer members de minimis gifts other than cash or cash equivalents up to \$500. Any amounts over \$500 may be given with advance permission from the Chair of the Board of Directors. If the amount of the gift exceeds the "materiality test" under Generally Accepted Accounting Principles (GAAP) as deemed by a licensed CPA in the State of Arizona, the issuer and recipient of the gift may be subject to IRS and other taxes.

STEERING COMMITTEES

32 Steering Committee Process and Procedures

Date Adopted: December 2017

Subject: Steering Committees- Process and Procedures

Revised:

The A4LE Steering Committee structure was adopted by the A4LE Board of Directors in October 2016 as part of a way to consolidate the current multiple committees that had evolved in the Association over a number of years and were part of multiple strategic plans. The 2017 Strategic Plan was outlined and formulated around the three steering committees; Membership, Development, and Knowledge Center.

The steering committees were initially populated with the strategic planning team which consists of leaders from all eight regions of the Association. The mission of the steering committees is to serve as advisors to the Board of Directors and to perform tasks based on the priority and direction of the Board based on the goals and objectives adopted in the Strategic Plan. Each steering committee may appoint several subcommittees and/or task forces as needed in order to perform the work of the plan.

32.1 Appointment:

The Executive Committee will establish and reevaluate a rotation program for members of the Steering Committee subject to Board approval.

The Executive Committee will appoint members of the Steering Committee each year based on the established rotation system subject to Board approval.

The Executive Committee will select two co-chairs from within the steering committee. The co-chairs will equally share leadership responsibilities, establish agendas, and schedule meetings. Each steering committee will have several subcommittees, task forces, and working groups at a time to carry out the work of the approved work plans. The steering committees will recruit members from the Association through a continual call for participants. All appointments will be approved by the Executive Committee.

32.2 Duties:

- Steering committees will formulate annual work plans to achieve the goals and objectives of the Association strategic plan through a series of subcommittees, working groups, and task forces and submit those plans to the Board for approval.
- Each steering committee will evaluate the goals and objectives and recommend to the Board of Directors, courses of action and to achieve each area.
- The Executive Committee will recommend to the full Board, a prioritization of activities based on the work plans of the steering committees, Association resources and other needs of the Association on an annual basis.
- The steering committees will operate exclusively based on the priorities for each year that are identified by the Executive Committee and approved by the Board.
- Steering committee co-chairs will report regularly to the Board on the progress of the work plans throughout the year.
- The CEO will review work plans and determine resource allocation based on the annual budget and prioritization established by the Executive Committee. Work plans may be modified

depending on demand and availability of Association resources as well as the established annual operations plan.

32.3 Reporting and Management:

- The steering committees will render reports to the CEO of their progress in writing prior to Board meetings on a quarterly basis (at a minimum).
- Steering committee co-chairs will meet as necessary to discuss each steering committees' activities and progress. These meetings will be organized and chaired by the Chair of the Association.
- Subcommittees, working groups, and task forces throughout the steering committees will report to both co-chairs of each steering committee on a regular basis.
- Staff will be on hand to assist in meetings organized at all levels but will usually only be able to attend meetings at the steering committee level as a general practice.

33 Association Response to Natural Disasters.

Date Adopted: October 2018

Subject: Association Responses – Association Response to Natural Disasters

Revised:

In addition to a primary focus on bettering all aspects and dimensions of the school facility, A4LE is committed to assist in related philanthropic and benevolent endeavors. A key aspect of this focus is assisting school communities when natural disasters and emergencies occur. As an international organization, it is difficult to provide a prescriptive approach for the Association's response and assistance to a natural disaster or emergency. However, given that most of our activities and programs are delivered at the local chapter level, there are a number of instances where the Association can provide guidance for maximizing A4LE contribution in helping restore school communities after a natural disaster.

33.1 After a major and/or catastrophic disaster, the Association may convene upon request from a chapter or regional leadership, a committee comprised of members from or near the location of disaster or emergency to gather information and assess immediate and long-term needs. In so doing, the committee will be responsible for determining how best A4LE can assist (people, support agencies' efforts already underway, etc.). Members of this committee will be appointed by the Board of Directors Executive Committee (EXCOMM) and report directly to the EXCOMM through the CEO or other designated staff.

The Association is not structured nor purposed as a fund-raising organization for general response type activities for disasters. We may, however, raise specific funds from our membership to sustain any work that the committee or the association HQ may need to complete the needed assessment and other costs associated with the disaster response.

The Association will provide portals and information on where specific relief donations may be made to go directly to victims and other relief programs (i.e. Red Cross, Schools for Children of the World, etc.).

The Association may not contribute Association assets, funds, or equipment to third party non-profit organizations or governmental entities for any purpose.

Fund raising for any project (as stipulated above) will be organized, marketed, and directed by the Association HQ and may involve third party services (i.e. "gofundme.com") or through direct giving initiatives. All associated expenses must be pre-approved by the CEO per our general board policy.

The committee, based on findings, will provide a recommendation to the A4LE Executive Committee for consideration. The recommendation will outline a course of action that A4LE can take to assist. The committee may also recommend that A4LE not get involved at all.

The CEO and Executive Committee will review the recommendation and adjust if deemed appropriate. The final recommendation will be presented to the full Board of Directors for vote.

Upon approval of the Board of Directors, the recommendation will be disseminated to the full membership and implementation will begin.

Once the A4LE involvement has concluded, an evaluation will be conducted to assess how the effort was implemented and to determine what can be done to improve future efforts.

The final evaluation will be kept at the international headquarters for historical and future reference purposes.

Regions and Chapters may organize response plans to local emergencies that do not constitute a full Association response. All tenants of this policy will apply, and any funding of activities must be garnered through a targeted fund-raising program.

Guidelines:

- A4LE will not sponsor, sanction, or support any A4LE member to conduct operations in an affected area as an official A4LE activity. Insurance prohibits such activities for our organization. However, private firms may sponsor, under the firm's liability, ground activities on site.
- A4LE may not engage in providing planning, design, recovery, construction, or other similar advice as an organization. Any advice given must be sanctioned by an appropriately insured, and licensed firm and/or individual.
- Collaboration with partner organizations is encouraged and any joint project must be approved by the EXCOMM prior to any agreement begin made with an outside organization/firm.

Companion Operational Document to Policy 19 Programs and Events

LearningSCAPES Learning Sessions Program
Process, Procedures, and
Timelines

This is an operational document is to be used as a reference guide to isolate specific roles and responsibilities that are identified in the statement of board policy (32) “Event Management.” This is meant as a guide to assist leaders, volunteers, and staff and may be revised from time-to-time to reflect changes in the LearningSCAPES program. LearningSCAPES is the single largest event for the Association in terms of relevance, member engagement, and revenue. It is vitally important that the program is successful in all respects for the sustainment and viability of the Association.

Timeline:

- Site Selection – (3-4 years out)
- Select a Program Chair upon appointment to the EXCOMM as Chair-elect
- Chair-elect – assign position of Program Chair (2 years out)
- Program Chair selectee serves on Program Committee for approaching LearningSCAPES.
- Isolate theme – (18+ months out)
- Select Program Committee – (18 months years out)
- Program Committee identifies target number of sessions (18 months out)
- Staff creates conference flow/schedule and assigns space (18 months out)
- Issue call for speakers – (1 year out)
- Local Arrangements – school and other tours, offsite event locations – (1+ year out)
- Program Committee evaluates speaker submissions and identifies session topics (based on space and schedule plan provided by staff) – (10 months out)
- Keynote speakers identified and secured – (8 months out)

Management

Program Committee:

- Issue call for speakers (learning sessions)
- Evaluate call for speakers and select session speakers
- Recommend to Chair keynote speaker possibilities
- Identify and recommend other content delivery ideas and suggestions
- Work with EXCOMM, CEO and staff to maximize opportunities for quality content during this event

EXCOMM: Appoint subcommittees as recommended by Steering Committees for sponsorship and other appropriate groups as identified in the LearningSCAPES plan.

KSC:

- Recommend to the Chair theme concepts
- Works with Vice Chair to establish theme
- Recommend to Program Committee, areas for content development

- Seek volunteers to recommend for Chair appointment to the Program Committee
- Works with Vice Chair for program appointment
- Allows Vice Chair the determination for making choices

Development Steering Committee (DSC):

- Recommend to the EXCOMM appointments for sponsorship committee (each year)
- Recommend to CEO, sponsorship packages that align with the overall sponsorship program for the Association

CEO (staff):

- Develop overall LearningSCAPES business and operations plan
- Site selection (venue and city)
- Budget preparation and fee schedule/expense approval
- Overall program flow
- Space allocation
- Overall conference schedule
- Space and schedule assignments for session speakers
- Contracts
- Logistics (decorator, A/V, registration)
- Marketing

Program Committee

The program committee for LearningSCAPES will be selected by the Executive Committee for each LearningSCAPES conference. As stated above the Chair-elect will select a committee chair when first taking office.

Role of the Chair:

- Working with the Advanced Academy faculty, create the call for speakers and speaking criteria for the individual sessions
- Serve on subsequent program committees as a participant (2 years)
- Preside over the committee's selection process for selecting session speakers (except featured and keynotes)
- Organize and chair the committee's meetings during selection deliberations

Role of committee members

Using the Association approved rubric, select session speakers from call for speaker submissions

Structure of the Committee – the program committee will be selected by the Executive Committee each year. The criteria for committee selection:

- Special consideration to ensure diversity of members are represented both professional and demographic
- At least 50% of committee members will hold the ALEP designation (long term goal is 2/3)
- At least one member is a graduate of the Advanced Academy
- A4LE's Chair shall be granted the right to appoint committee members

Regional Boundaries Appendix

Australasia Region – Countries

American Samoa	Niue
Australia	Norfolk Island
Brunei	Palau
Cambodia	Papua New Guinea
Christmas Island	Philippines
Cocos (Keeling) Island	Pitcairn island
Cook Island	Samoa
Fiji	Singapore
French Polynesia	Solomon Island
Indonesia	Thailand
Kiribati	Timor-Leste
Laos	Tokelau
Malaysia	Tonga
Micronesia (Federated States of)	Tuvalu
Myanmar	Vanuatu
Nauru	Vietnam
New Caledonia	Wallis and Futuna
New Zealand	

Midwest Great Lakes Region – States and Provinces

Illinois	Nebraska
Indiana	North Dakota
Iowa	Ohio
Kansas	Ontario
Michigan	South Dakota
Minnesota	Wisconsin
Missouri	

Northeast Region – States and Provinces

Connecticut	New Jersey
District of Columbia	New York
Delaware	Nova Scotia
Maine	Pennsylvania
Maryland	Prince Edward Island
Massachusetts	Quebec
New Brunswick	Rhode Island
Newfoundland	Vermont
New Hampshire	

Pacific Northwest Region – States and Provinces

Alaska	Montana
Alberta	Northwest Territories
British Columbia	Nunavut
Hawaii	Oregon
Idaho	Saskatchewan
Manitoba	Washington

Southeast Region – States

Alabama	North Carolina
Florida	South Carolina
Georgia	Tennessee
Kentucky	Virginia
Mississippi	West Virginia

Southern Region – States

Arkansas
Louisiana
Oklahoma
Texas

Southwest Region – States

Arizona
California
Colorado
Nevada
New Mexico
Utah
Wyoming

ASSOCIATION FOR LEARNING ENVIRONMENTS

ANNUAL ACKNOWLEDGMENT AND DISCLOSURE FORM

FOR BOARD OF DIRECTORS CONFLICTS OF INTEREST POLICY

I hereby acknowledge that I have received a copy of the ASSOCIATION FOR LEARNING ENVIRONMENTS (“A4LE”) Conflicts of Interest Policy and have read and understand the same. I also understand that A4LE must comply with this Policy in order to maintain its tax-exempt status.

I hereby further acknowledge and agree to comply with all provisions of A4LE’s Conflicts of Interest Policy and understand that this Policy applies to me and all committees with board-delegated powers.

Please answer the following questions to the best of your knowledge:

Are you a shareholder, member, partner, trustee, beneficiary, manager, officer, or director of any corporation, limited liability company, partnership, trust, or other person or organization with which A4LE conducts business?

YES _____ NO _____

If the answer to the foregoing question is “YES”, please list the names of such persons or organizations, the office or positions held, and the approximate dollar amount of business involved with A4LE during the past 12 months.

Do you, or does any member of your family, have a financial interest in, or receive any remuneration or income from, any person or organization with which A4LE conducts business?

YES _____ NO _____

If the answer to the foregoing is “YES”, please supply the following information:

Names of the person or organizations in which such interest is held and the person(s) by whom such interest is held;

Nature and amount of each financial interest, remuneration or income.

Did you or any member of your family receive, in the past twelve months, any gifts or loans from any source with which A4LE conducts significant business?

YES _____ NO _____

If the answer to the foregoing is “YES”, list such gifts or loans as follows:

Name of Source	Item	Approximate Value
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Are you or any members of your family officers, directors, or have a financial interest in any organizations that compete with A4LE, or provide goods or services that are competitive with those provided by A4LE?

YES _____ NO _____

If the answer to the foregoing is "YES", list such organizations.

The following are other matters not listed in one of the categories above, but which in the interest of avoiding either actual impropriety or the appearance of impropriety, I feel it appropriate to disclose.

Neither I, nor members of my immediate family, have any relationship or engage in any activities of which I am aware, that may place me in a position of having a conflict of interest with A4LE except as detailed herein. I hereby agree to report promptly to the Board of Directors of A4LE any other conflict of interest situation of which I may become aware, subsequent to the date of the Disclosure Statement.

Printed Name

Signature

Date

A4LE EVENT FUNCTION – MINOR PARTICIPATION WAIVER FORM

I authorize the Association for Learning Environments (A4LE), and those acting within its authority, to, at no charge:

Permit release of my name and photograph to the media for events related to the A4LE event in which I am participating.

Permit posting of my photographs on the A4LE Web site and collaborating partner Web sites.

Videotape my presentation or parts of it for educational or promotional purposes.

I understand that I will not receive any compensation for the promotional use of my name and photograph with regard to this A4LE event.

A4LE encourages the participation of children in conferences, programs, and events. Their perspective of what makes an ideal learning environment provides great value and encouragement to A4LE members.

In order to protect any child who attends a A4LE event, A4LE requires the practice of following guidelines as minimum standards:

No person under the age of 18 may attend a A4LE event without the accompaniment of an adult sponsor/chaperone who has been approved by the child's parent or legal guardian [herein referred to as "responsible party"].

No photos may be made of any person under the age of 18 without written consent from the responsible party.

No person under the legal age of consumption may be present when alcohol is served in an open environment (i.e. a hospitality room with a non-hosted bar).

Responsible parties are required to accompany children under the age of 18 to all meetings, events, and other functions that are in conjunction with the A4LE event.

A4LE Event:

Student Name: _____

Date: _____

Address: _____

Phone No.: _____

Signature of Parent/Guardian: _____

Evaluation of the CEO and Board Process and Procedure

Purpose: To establish a process for evaluating the performance of the Association for Learning Environments (hereafter referred to A4LE or Association) Chief Executive Officer (CEO) inclusive of guidelines for summarizing evaluations and disseminating to Board membership.

Evaluation Instrument: A common instrument used in the association management industry for evaluating CEOs and Board members will be determined by mutual consent of the CEO and the Executive Committee. This instrument will be reviewed periodically by those parties to ensure it is current and relevant for evaluating the CEO. This process will occur annually concluding prior to the start of LearningSCAPES Conference (when board tenures expire).

Evaluation: The CEO evaluation instrument will be conducted individually and anonymously by each Board member. The evaluation is intended to be an individual assessment of Board members understanding and observation of how the Association is performing against its strategic plan and mission as well as the overall health and growth of the Association. The evaluations should not include observations of incidents that are not part of the CEO’s or Board’s position on single matters or individual decisions in which Board members may disagree or have differing personal opinions. The general stewardship and the duties and responsibilities outlined in the statement of board policy should dictate the overall evaluation.

Board members are encouraged not to discuss or compare their individual evaluations among each other. This evaluation is the sole evaluation tool used to assess the performance of the CEO- no committee or other group is empowered to evaluate any aspect of performance of the CEO.

Evaluation Results: The CEO evaluation will be disclosed in its entirety to the CEO and the immediate past chair (the administrator) upon the conclusion without the name of the board members and their respective responses. This is done for the CEO to address specific comments or evaluation scores with the Board members so that issues can be narrowed down and addressed if necessary.

The remainder of the CEO portion will be summarized for the Board of Directors by the immediate past Board Chair and the Board Chair 3 years removed. In the event, the past chair 3 years removed is unable to summarize evaluation results, the past Board Chair 4 years removed will be asked to fulfill the duties. Likewise, the Board Chair 5 years removed will be asked to work with the immediate Board Chair to develop summary if the Board Chairs 3 and 4 years removed are unable to prepare summary of evaluations. To ensure clarification of the structure, a table that follows provide the year and persons responsible for preparing the summary of Board members evaluation of the Association’s CEO.

Year	Immediate Past Chair	Chair 3 Years removed
2020	Phil Idle	Scott Layne
2021	Julie Williams	David Schrader
2022	Phil Poinelli	William Stice
2023	Bill Bradley	Phil Idle

Summary should include but not be limited to graph charts for the specific grading areas. This information will be made available as a confidential document for all the board member. The Executive Committee of the Board of Directors will use the results of the evaluation to determine increases in the CEO's compensation. The Executive Committee will deliberate the findings for compensation purposes only and will make all determinations of compensation adjustments prior to the LearningSCAPES conference (when EXCOMM terms end.) The Executive Committee has been delegated, through policy, to be the sole negotiator for all terms of the CEO's contract.

Timeline:

May	June	July	August	August	September
Executive Committee and Chief Executive Officer Select Evaluation Instrument	Evaluation Instruments Provided to Board of Directors Members	Evaluations Complete & Rolled into Summary for Distribution Executive Committee and CEO	Evaluations Summary Provided to Board of Directors for Review and Discussion	Board of Directors Action Based on Evaluation Summary	Executive Committee Negotiate Terms CEO Contract, if Contract Period Ends