

Educational Foundation for Physical Activity and Public Health

doing business as (dba)



By-Laws and Operating Guidelines

Last Updated September 11, 2013

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**Educational Foundation for Physical Activity & Public Health
A Mississippi Nonprofit Public Benefit Corporation**

BYLAWS

ARTICLE I

NAME

1.01 Name. The name of this Corporation shall be Educational Foundation for Physical Activity & Public Health.

1.02 Name Change. The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

1.03 Doing Business As Name. The Corporation has established a “doing business as” (dba) name of National Physical Activity Society.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose. This Corporation’s purpose is to provide educational opportunities and resources focused on physical activity and public health.

2.02 Powers. The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do all lawful acts that may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) **Nonprofit Legal Status.** The Corporation is a Mississippi nonprofit public benefit organization, recognized as tax exempt under Section 501(c) (3) of the United States Internal Revenue Code.

(b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the

benefit or be distributable to any Director, Officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

- (c) **Distribution Upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III **BOARD OF DIRECTORS**

3.01 Number of Directors. The Corporation shall have a Board of Directors consisting of at least 5 Directors and no more than 15 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors, to have approximately one-third of the Board elected each year.

3.02 Powers. Except as otherwise provided Bylaws, all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.

3.03 Terms. All Directors will be elected to serve three-year terms; provided, however, that the term may be extended until a successor has been elected. Directors may serve a maximum of two three-year terms in succession, plus time served to fill a vacancy or a term of less than three years.

Board Terms begin July 1st and end June 30th. Board Elections are held in June.

3.04 Vacancies. The Board of Directors may fill vacancies due to resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position for the balance of the term, subject to the maximum number of Directors under these Bylaws.

3.05 Removal of Directors. A director may be removed at any time, with or without cause by the vote of two-thirds of the directors then in office.

3.06 Board of Directors Meetings.

- (a) **Regular Meetings.** The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held without further notice; however, the Board President or Executive Director shall use best efforts to send an electronic or written reminder of regular meetings a minimum of seven (7) days before the meeting.
- (b) **Special Meetings.** Special meetings of the Board may be called by the President, by any two members of the Executive Committee, or by 10 percent of the Directors. A special meeting must be preceded by at least 2 days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.
- (c) **Notice of Board Meetings.** Notice of a regular or special meeting must be given to each Director either personally or by U.S. mail or e-mail at his or her address as shown by the records of the Corporation. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five days after deposited in the mail, addressed to the Director, with postage prepaid, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received.
- (d) **Special Notice Provisions.** If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the Corporation's property, or (iv) the dissolution of the Corporation, then a notice must be given to each Director at least fourteen (14) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.
- (e) **Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Mississippi law.

3.07 Manner of Acting.

- (a) **Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) **Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws. Each Director shall have one vote.

(c) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.

(d) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephonic conference call.

3.08 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

3.09 Annual Corporate Board Meeting and Election of Board Officers. The Board shall elect Board Officers at the Annual Corporate Meeting, held in July, unless the election of Board Officers is delayed by the Board.

3.10 Qualifications of Directors. In order to be eligible as a Director on the Board of Directors, the individual must be 18 years of age.

ARTICLE IV **OFFICERS**

4.01 Board Officers. The Board Officers of the Corporation shall be a Board President, Vice President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Vice Presidents and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

4.02 Term of Office. Each Board Officer shall serve a one-year term of office and may not serve more than three consecutive terms of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon the adjournment of the Annual Corporate Board Meeting at which elected and shall end upon the adjournment of the Annual Corporate Board Meeting during which a successor is elected.

4.03 Removal and Resignation. The Board of Directors may remove an Officer at any time, with or without cause by the vote of two-thirds of the directors then in office.

Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

4.04 Board President. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

4.05 Vice President/President-Elect. In the absence or disability of the Board President, the ranking Vice President or Vice President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice Presidents shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President. The Vice President or ranking Vice President designated by the Board shall normally accede to the office of Board President upon the completion of the Board President's term of office.

4.06 Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Secretary may appoint, with approval of the Board (or the Executive Committee), a member of the staff to assist in performance of all or part of the duties of the Secretary.

4.07 Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation and shall have primary responsibility for implementing the responsibilities of the Finance and Audit Committee as specified in the committee charter. The Treasurer, working with the Finance and Audit Committee, shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with the Executive Director or other staff or Officers with responsibility for maintaining the financial records of the Corporation, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with approval of the Board (or the Executive Committee), a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the

Treasurer.

4.08 Compensation for Board Service. Directors and Officers shall receive no compensation for carrying out their duties. The Board may adopt policies providing for reasonable reimbursement of Directors and Officers for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.09 Compensation for Professional Services by Directors. Directors and Officers are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

4.10 Executive Director and Non-Director Officers: The Executive Director shall be an Officer of the Corporation, appointed by the Board. If the Executive Director resigns as an Officer of the Corporation, he or she may no longer serve as Executive Director. In a like manner, if an Executive Director leaves this post they are no longer an Officer of the Corporation. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

ARTICLE V

BOARD COMMITTEES

5.01 Committees.

- (a) **Standing and Special Committees.** The committees of the Board shall be standing and special, and each Board committee shall have membership, duties, and powers established in these Bylaws and the Board resolution or charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.
- (b) **Creation of Committees and Appointment of Members.** All Board committees shall be created by the Board of Directors, and the Board shall appoint all committee members and fill any vacancies; provided, however, that the Executive Committee may create interim special committees of the Board and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board. Each committee must be composed of two or more voting Directors and may include non-director members without the power to vote.

5.02 Committee Manner of Acting. The provisions of these Bylaws that govern meetings, manner of acting, action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board shall apply to committees of the Board and their members.

5.03 Executive Committee. The Board shall have an Executive Committee with powers established by the Board, consistent with these Bylaws. The President of the Board shall serve as Chair of the Executive Committee.

5.04 Governance and Nomination Committee. The Board shall have a Governance and Nominating Committee with powers established by the Board, consistent with these Bylaws. The Vice President/President Elect shall be the Chair of the Governance and Nomination Committee. When the Board is comprised of less than nine board members, the duties of the Governance and Nomination Committee will be delegated to the Executive Committee.

5.05 Finance and Audit Committee. The Board shall have a Finance and Audit Committee with powers established by the Board, consistent with these Bylaws. The Treasurer shall be the Finance and Audit Committee Chair.

ARTICLE VI

EXECUTIVE DIRECTOR AND STAFF

6.01 Appointment. The Board of Directors may appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director will hold office at the will of the Board and shall report directly to the Board.

6.02 Duties. The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business, and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED MATTERS

7.01 Contracts and other Writings. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Executive Director, the President, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.03 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated Committee of the Board may select.

7.04 Loans. No loans shall be contracted on behalf of the Corporation and no evidence

of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.05 Indemnification.

- (a) **Mandatory Indemnification.** The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) **Permissible Indemnification.** The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed Bylaws.
- (c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.
- (d) **Indemnification of Officers, Agents, and Employees.** An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with Mississippi Law and public policy, *provided* that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VIII
MISCELLANEOUS

8.01 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the board.

8.02 Fiscal Year. The Corporation will have a fiscal year that runs from July 1 through June 30.

8.03 Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement that may benefit any Director, Officer, employee, or member of a Committee with Board-delegated powers.

Annually, the Board of Directors, Officers, and key staff members shall sign a Conflict of Interest policy statement adopted by the Board of Directors.

8.04. Actions Regarding Membership and Ownership Interests. The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these Bylaws or by delegation of authority to act for the Corporation to the Executive Committee or Executive Director or his or her designees.

8.05 Amendments. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors.

CERTIFICATE OF ADOPTION OF RESTATED BYLAWS

I do hereby certify that the above amended and restated Bylaws of the Educational Foundation for Physical Activity & Public Health, were updated and approved by the Board of Directors on September 11, 2013 , and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

Secretary of the Corporation

Dated: _____

APPROVED 3-2012; UPDATED September 11, 2013

Educational Foundation for Physical Activity & Public Health
A Mississippi Nonprofit Public Benefit Corporation

doing business as (dba)

National Physical Activity Society

Operating Guidelines

Updated September 11, 2013

National Physical Activity Society Board Job Description and Qualifications

Duties:

Board Membership carries three legal duties that all individuals must commit to upholding. These are:

The Duty of Care: Board members must exercise reasonable care and competency when making decisions regarding the organization;

The Duty of Loyalty: Board members must avoid conflict of interest and make decisions based on the best interest of the organization, putting aside personal benefit;

The Duty of Obedience: Board members must be faithful to the accomplishment of the organization's mission and its policies.

Roles and Responsibilities of Board Members:

In addition to the legal duties mentioned above, board members also have five distinct roles. These roles are:

Leadership: *Planning, creating the organization's culture, setting an example, and promoting to the community.*

Board members are responsible for:

- Making sure there is a mission-driven strategic plan.
- Exemplifying ethical and value-driven behavior.
- Setting an example to the community for volunteerism and financial giving.
- Promoting the organization to the community.

Governance: *Assuring that systems are in place for continuity in meeting the mission and delivering the strategic plan.*

Board members are responsible for assuring that the following structures are in place:

- By-laws.
- Policies that give authority and outline accountability for effective management and legal compliance.
- Committees with clear lines of authority and duties.
- An annual budget, operational plan, and fundraising plan.
- An annual executive director evaluation and compensation review system.
- Guidelines for effective board meetings.

Stewardship: *Monitoring results and making adjustments along the way.*

Board members are responsible for monitoring, modifying, and supporting the following at least quarterly:

- Expenses and revenue in relationship to the annual budget.
- The progress of the annual Operational and Fundraising Plan.
- Supporting the Executive Director in accomplishing board approved goals and objectives.

Management: *Making sure the board is doing its job*

Board members are responsible for managing themselves in the following areas:

- Recruiting board members, selecting officers, and nominating committee members.
- Orientation of board members and officers.
- Holding each other accountable for following through on board commitments

Highly-Engaged Volunteer: Supporting the implementation of the Operational, and Fundraising Plan through volunteerism

- Board members relinquish their board authority and become volunteers whenever they are helping to implement operational and/or fundraising plans.
- Neither individual directors nor board committees, have the authority to direct the executive director or any other staff member to perform or not perform any specific task unless that authority is given directly by the board through written job descriptions.
- When acting as a highly-engaged volunteer an individual is reporting to the staff person or volunteer that is given authority to lead the project or task.

Qualifications:

- Passion for the cause.
- Time to devote to board duties, roles, and responsibilities as outlined above.
- Ability to attend board and planning meetings.
- Availability to serve on one Standing Committee and volunteer in other capacities as needed.
- Willingness to be a Team Member and dedicate the time necessary to become familiar with the purpose, operations, plans, and programs of Educational Foundation for Physical Activity & Public Health.
- Open mindedness and commitment to make the best decision for the whole organization.
- Ability to keep confidential information confidential.
- Disclosure of any and all conflict of interest.

APPROVED 3-2012

UPDATED September 11, 2013

National Physical Activity Society Board Officer Duties and Qualifications

President of the Board

Role:

- Manages the Board in such a way that it fulfills its responsibilities to the National Physical Activity Society per the Board job description, Governance Calendar, and commitment form.
- Manages, directs and motivates the Board to act as a positive voice for the National Physical Activity Society in the community.
- Collaborates with the Executive Director in building a productive relationship between the Board and management; assures that the organization's vision, mission and core values are met.

Responsibilities:

- Chairs and facilitates the meetings of the Board and Executive Committee. Works with the Executive Director in establishing the meeting agendas.
- Calls special meetings as the need arises.
- Ex-officio on all committees and task forces.
- Assists in the development of a slate of officers, board members, committee chairs and committee members for approval by the full board.
- Coordinates the work of board officers and committee chairs.
- Sees that the resolutions and directions of the Board are carried into effect.
- Oversees personal financial solicitation of board members.
- Promotes communication and handles disputes among directors and board committees.
- Sees that the Board satisfactorily performs its collective and individual tasks, and for monitoring the overall performance of the Executive Director.
- Works with the Executive Director to assure integration of board and staff activities and serves as sounding board and counsel to the Executive Director.
- Oversees an annual job performance review of the Executive Director.
- Reflects to the Board any concerns the Executive Director has about the role or direction of the Board, and reflects to the Executive Director concerns of the Board and/or membership.
- Per organization policies, signs contracts or other instruments pertaining to the business of corporation as authorized by the National Physical Activity Society's policies.
- Acts as co-spokesperson for the organization when asked by the Executive Director and/or as authorized by the National Physical Activity Society's policies.
- Performs all other functions outlined in the by-laws or as assigned by the Board via a board motion.

Qualifications:

- Served on the board for a minimum of one year, unless otherwise determined by the Board.
- Experience and/or the willingness to learn the basics of running an effective nonprofit organization per Sector best practices.

Vice President – President Elect

Role:

- Carries out the role of President when the President is not able to carry out his/her responsibilities.
- Collaborates with the Executive Director in building a productive relationship between the board and management, assuring that the organization's vision, mission and core values are met.
- Is next in line for President upon completion of current President's term.

Responsibilities:

- Chairs and facilitates board meetings when the President is not present.
- Serves on the Executive Committee.
- Assists in the development of a slate of officers, board members, committee chairs and committee members for approval by the full board.
- Works closely with the Board President and carries out assignments from the President and/or Board.

Qualifications:

- Served on the board for a minimum of one year, unless otherwise determined by the Board.
- Experience and/or the willingness to learn the basics of running an effective nonprofit organization per Sector best practices.

Treasurer

Role:

- Responsibility for implementing powers and duties of the Finance/Audit Committee.
- Manages the process of regular review of the National Physical Activity Society's fiscal affairs by the Finance Committee and Board.
- Assures that all fiscal records of the organization are accurate, timely, and secure.

Responsibilities:

- The Treasurer, as Chair of the Finance/Audit Committee, works with that Finance Committee to assure ongoing financial oversight for the National Physical Activity Society's per the authority, powers and responsibilities outlined in the Finance/Audit Committee Charter.
- In conjunction with the Executive Director or designated staff, is responsible for maintaining the financial records of the National Physical Activity Society's.
- Ensures that appropriate financial reports (at a minimum the Income Statement and Statement of Financial Position) are made available to the Board at least quarterly or as may be required by the Board of Directors.
- Reports to the Board on key financial events and trends, and on the fiscal health of the organization at least quarterly.
- Partners with the Executive Director and Finance Committee to assist in the development of an annual budget.
- Acts as a signer of all financial instruments as required by law and/or authorized the National Physical Activity Society's policies.
- Serves on the Executive Committee.

Qualifications:

- Has served on the Board for minimum of one year, unless otherwise determined by the Board. Knowledge, or willingness to learn, basic accounting principles and internal control requirements.
- Ability, or willingness to learn, how to analyze and interpret financial statements and budgets.

The Treasurer may appoint, with approval of the Board (or the Executive Committee), a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

Secretary

Role:

Assures that accurate and complete records of Board decisions, policies and transactions are maintained by the organization

Responsibilities:

- Assures that a full and accurate record of board policies and board decisions are documented and kept at the registered location.
- Assures that proper notice is given for all meetings of directors and committees as required by the by-laws.
- Assures that any legal filings are complete and timely.
- Takes minutes at board meetings.
- Sends draft minutes to Executive Director and President for review prior to board approval.
- Signs contracts or other instruments pertaining to the business of corporation, as required by the National Physical Activity Society's policies or by-laws.
- Develops and maintains a record retention and destruction policy and process.
- Serves on the Executive Committee.

Qualifications:

- Has served on the board for a minimum of one year, unless otherwise determined by the Board.
- Familiarity (or willingness to learn) with the legal requirements for Board records and other records pertaining to the business of the corporation.

The Secretary may appoint, with approval of the Board a member of the staff to assist in performance of all or part of the duties of the Secretary.

APPROVED 3-2012

UPDATED September 11, 2013

National Physical Activity Society

Governance Calendar Fiscal Year

Jan	Board Meeting
Feb	Board Meeting
March	Board Meeting <i>Strategic/Operational Planning Workshop</i>
April	Board Meeting Fundraising Plan Developed – Staff and FR Committee Operational Plan Developed by Staff and Committees Board Recruitment Started Board Self Evaluations
May	Board Meeting Fundraising Plan and Expense Planning to Finance Committee for Budget Development Board Recruitment Underway
June	Board Meeting Board Elections - Slate of Directors to Full Board for Vote Budget, Fundraising Plan and Operational Plan presented to the Board for approval Board Orientation for new members
July	New Fiscal Year Start of Officer and Board Terms Implementation of annual fundraising plan, operational plan and budget Annual Corporate Meeting/Board Meeting Slate of Officers to Full Board for Vote Committee Chairs and Members Approved by Board ED Evaluation Process Begins Signing of Confidentiality and Conflict of Interest Agreements Schedule board and planning meeting for the year
August	Board Meeting Discuss results of ED Evaluation Officer Orientation Personal Board Giving Solicitation President meets with ED for Evaluation Feedback
September	Board Meeting
October	Board Meeting
November	Board Meeting
December	

Guidelines and Policies for the Board and Executive Director

The most important relationship in any nonprofit is the one between the board and the executive director. Trust and communications between these two parties is essential for an effective organization; this partnership when well conceived, can set the stage for effective governance and management. When improperly developed it is the ruin of many a good mission!

So how does a nonprofit go about creating an effective leadership team? The answer is similar to forming any good relationship; respect, commitment, communication, and trust are at its foundation. Let us examine how to build these in a work situation.

1. Embrace a common purpose. The first step in building a dual leadership team is to have a clear, agreed upon values and vision for the organization. Embedded in the vision and values is a commitment to having effective shared leadership. Everyone must be pulling in the same direction, toward a common outcome.

2. Recognize and accept the paradox inherent in the relationship.

A major distinction between business and nonprofits is this notion of shared leadership. The executive director and board work together for success and share power and authority. This dynamics is complicated by the paradoxical relationship that is inherent in nonprofits. The board is charged with hiring the E.D. and overseeing his or her performance, but the executive director has the duty of helping the board understand its roles and responsibilities. So, although the board is the E.D.'s "boss," the E.D. has a duty to mentor and guide the board in its efforts.

Conflicts of personality, style, and ego can arise in this situation unless everyone understands and values this symbiotic relationship. To navigate this tricky territory, make sure teamwork, trust, and respect are values in your organization and that roles and responsibilities are clearly articulated.

3. Articulate clear expectations, roles, and responsibilities. Board members and executive directors work hard at doing what they think they are supposed to do for their organization. However, what one person thinks they are supposed to be doing might not agree with what another thinks they are supposed to be doing. The solution to this situation is to have written job descriptions for the executive director, board members, and board officers that focus on having both authority and accountability with the same person. Review and update these job descriptions each year.

4. Adhere to clearly defined systems and structures. Because of board member and board officer terms and term limits, executive directors face the challenge of a different "management team" every year. This constant turnover is exactly why it is critically important to not only having expectations clearly articulated but to also have well-defined

systems and structures in place so that an organization's forward progress does not depend on personalities and personal agendas.

Four key systems that support consistency from term-to-term are:

- a. A clear, written strategic and annual operational plan that drives all activity.
- b. A well-defined, written executive director assessment process that creates accountability for accomplishing the operational plan.
- c. A process for reviewing and setting reasonable executive compensation based on comparable compensation data and the executive director's job performance.

- 5. Communicate openly and respectfully.** Communication is at the heart of building and maintaining respect and trust, so it is no wonder that open and honest communication is important to an effective leadership team. It takes more than just a willingness to communicate in order to be effective, the following are three components to the communication equation:
 - a. Take the time to discover and understand the communication styles of colleagues, then respect and leverage those individual differences.
 - b. Establish simple systems that enable regular and pertinent communication between the board and executive director.
 - c. Outline a clear policy regarding channels of communication, both with the public and between staff and board members.
- 6. Avoid, at all costs, micro-managing the executive director.** Just say "no"! Micro-managing the E.D. is never a best practice and should never be allowed to take root in an organization! The best way to prevent your organization from being dragged down by micro-management is to make sure the organizational structure and operational systems are clearly defined, rock solid, and enforced. A healthy, high-functioning organization is highly resistant to micro-management.
- 7. Do not put the E.D. in the position of "bad cop."** Remember this mantra: The board manages the board. There is a reason for this! Think about this: in many organizations the E.D. is responsible for calling board members and pressing them to give, attend meetings, or fulfill their volunteer commitments. Nine times out of ten, this is trouble for the E.D. Why? We all know it is never a good idea to tell your boss what to do. Board members are in effect the E.D.'s boss. So making the E.D. the "bad cop" typically leads to one of two outcomes: the E.D. does nothing for fear of irritating board members, or when the E.D. follows up on errant board members, they get upset and decide it is time for him or her to go. The solution is to have a common understanding and agreement that it is the board president's job as "supreme leader" to make sure individual board members and board committees are fulfilling their commitments to the organization and behaving in accord with the code of ethics and value statement.

This president/board management function becomes a joint function with the E.D. when board members are volunteering outside their capacity as board members. While in theory

the board member is reporting to staff and has no authority, it is not unheard of for an individual to get overly involved in the day-to-day management of the organization (or even unduly exert their board authority). If this occurs, the E.D. needs to notify the board president immediately and a joint strategy should be developed. Ultimately, it is the president's responsibility to discuss and resolve the situation with the board member—it is not the E.D., and certainly not up to a staff member. If the problem is with the president, then the executive committee should be consulted.

8. **Have fun!** Last but not least, effective leadership teams have fun together and get to know each other as people. Effective teams laugh together, so create informal social opportunities like team-building activities, dinners, luncheons, sports, picnics, or other outings to relax, and get to know one another outside of formal board meetings.

Approved by Board of Directors on April 10, 2012
UPDATED September 11, 2013

Policies for Creating a Successful Leadership Team

Executive Director Job Description

The Board will develop the Executive Director's job description and assure that it is updated regularly. This process will be the responsibility of the ED and will be part of his/her annual evaluation.

Planning and Goal Setting

The Executive Director will be an integral part of the long and short-term planning process. The Executive Director is present and participates in all planning meetings with the Board unless specifically asked otherwise.

The ED's main function is to assure that board-approved Strategic, Operational and Fundraising plans are successfully implemented. Therefore, the ED's goals and evaluation are tied directly to the accomplishment of these plans.

Reporting

The Executive Director will make quarterly written reports to the Board of Directors outlining progress on the Operational and Fundraising Plan.

Evaluation

The Board of Directors will review the performance of the Executive Director at least annually. The steps in the review process will coincide with the Board Governance Calendar and include an ED self-evaluation as well as input from the full board. The actual evaluation process is through the Executive Committee per the ED Evaluation Process.

If a Board Member has any concern about the Executive Director's performance at any time during the year, he or she should raise this concern directly with Chair of the Board of Directors as soon as possible.

Records

Executive Director's personnel records are kept in the Educational Foundation's Personnel Files and a separate copy of records kept with the Secretary.

Chief Executive Compensation

It is the intent of Educational Foundation to compensate its Executive Director in accord with prevailing wage standards for comparable positions and levels of responsibilities.

The Board will review the ED's compensation package annually and make adjustments according to performance and prevailing economic conditions.

Approved by Board of Directors on April 10, 2012.

National Physical Activity Society Executive Committee Charter

A. Purposes.

1. This Charter implements the Bylaws of Educational Foundation for Physical Activity and Public Health (EFPAPH) doing business as the National Physical Activity Society (Society) with regard to the Executive Committee.
2. The Executive Committee is delegated authority to act for the Board in fulfilling the Board's fiduciary duties by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed by law, within the limits established in this Charter and the Bylaws.

B. Chair. The President of the Board shall be Chair of the Executive Committee.

C. Membership. Membership on the Executive Committee shall consist of the Board Officers of National Physical Activity Society and the immediate past Board President, if still a director, plus any other directors or officers appointed by the Board.

D. Ex Officio Member. The Executive Director shall be an ex officio member without vote, invited to attend meetings of the Executive Committee unless requested not to attend by the person acting as Chair.

The immediate Past-President, if their term has expired, will also be considered an Ex Officio Member of the Executive Committee without a vote.

E. Meetings and Procedures

1. The Committee shall establish and continuously revise a calendar that shows the month or quarter within which basic functions of the Committee, such as evaluation of the Executive Director, are expected to occur.
2. The Committee shall hold meetings at the call of the Committee chair, Executive Director, or any two members.
3. The Committee shall either maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or shall report to the Board, which shall incorporate the report of the Executive Committee into its written minutes.

F. Powers.

1. The Executive Committee may **act for the Board between meetings**; provided, however, that it may **not** do the following:
 - a. approve or recommend to members the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Society's assets;
 - b. elect, appoint or remove directors or permanently fill vacancies on the Board or any committee of the Board;
 - c. adopt, amend or repeal the Bylaws or Articles of Incorporation;
 - d. amend any committee charter or resolution of a Board committee previously

- e. hire or fire the Executive Director;
 - f. approve or change the budget;
 - g. add or eliminate programs previously authorized by the Board; or
 - h. permanently relocate the main office.
2. **Investigate Conflict of Interest Transactions.** The Executive Committee shall conduct investigations into potential conflicts of interest and make a final determination on whether any potential conflicts exists and, if it does, on whether the transaction is fair to the National Physical Activity Society.
 3. **Executive Oversight.** Subject to limitations on its authority established by the Board, these Bylaws, or law, the Executive Committee shall oversee the performance of the Executive Director and make recommendations to the Board on reasonable executive compensation.
 4. **Personnel Matters.** The Executive Committee shall oversee the development of personnel policies and their implementation by the Executive Director.
 5. **Nomination of Directors.**
 - a. The Executive Committee shall oversee director appointment and election processes to ensure that individuals are appointed or elected by the Board according to the bylaws of the Society.
 - b. The Executive Committee shall submit to the Board of Directors recommendations for nominations of candidates for election or appointment to the Board of Directors two weeks before the elections are to take place.
 - c. The Executive Committee shall ensure that the Society maintains a list of the terms of directors, when each director is elected or appointed, and when each terms ends.
 - d. The Executive Committee shall evaluate the skill mix of directors and the composition of the directors to achieve a representative mix to enhance the diversity of Board members on a periodic basis.
 6. **Nomination of Officers.** At least five days prior to the Annual Corporate Board Meeting, the Executive Committee shall submit to the Board of Directors, in writing, a slate of Officers for the next year.
 7. **Committees and Committee Members.** The Executive, working with the President, shall submit recommendations for committees of the Board, including recommendations for changes in the committees and the charters of committees. It shall recommend members of Board committees and the Chair of such committees, if the Chair is not established by these Bylaws. The Board Development Committee shall be responsible for determining whether a Board member is “independent,” to the extent required for committee service.
 8. **Review of Articles and Bylaws.** At least every two years, Executive Committee shall review and recommend revisions to the Articles of Incorporation and Bylaws.
 9. **Governance Policies.** The Executive Committee shall develop and oversee Board policies related to governance matters, including policies related to Board governance principles and expectations of directors (including any description of the responsibilities of directors), Conflicts of Interest, Board Travel and Education, Confidentiality, voting and election practices for the board and membership. All such policies shall become

effective only upon vote of the full Board. The Governance and Nominating Committee shall review such policies at least every two years.

10. **Board Education.** The Executive Committee shall ensure that directors receive education on their duties and responsibilities as directors and shall develop and maintain an orientation program for new Board members and continuing education for all Board members on their fiduciary duties.

G. **Report to Board.** Any action taken by the Executive Committee between meetings of the Board shall be reported to the Board at the next meeting.

Approved by the Board of Directors on June 11, 2012

UPDATED September 11, 2013

National Physical Activity Society Finance and Audit Committee Charter

A. Purposes.

1. This Charter implements the Bylaws of Educational Foundation for Physical Activity and Public Health (EFPAPH) doing business as the National Physical Activity Society (Society) with regard to a Finance and Audit Committee.
2. The Finance and Audit Committee is delegated the authority to act for the Board in fulfilling the Board's fiduciary duties by engaging in the activities identified in this Charter and by engaging in other activities assigned to the Committee by the Executive Committee or the Board, within the limits established in this Charter and the Bylaws.
3. The basic responsibility of the Finance and Audit Committee is to oversee the activities of the Society to ensure its fiscal stability and long-term economic health. Board responsibility for the budget, financial reporting, audits, investments, and financial relationships such as banking shall be addressed by the Finance and Audit Committee.

B. Chair. The Treasurer of the Board shall be Chair of the Finance and Audit Committee.

C. Membership.

1. Except for any ex officio members, Membership on the Finance and Audit Committee shall consist of not less than two Directors, all of whom shall be independent directors.
 - a. A director shall be considered "independent" for the purposes of this Committee Charter if he or she:
 - i. is not, and has not been for a period of at least three years, an employee of the Society or any entity in which the Society has a financial interest;
 - ii. does not directly or indirectly have a significant business relationship with the Society, which, in the Board's judgment, might affect independence in decision-making;
 - iii. is not employed as an executive of another corporation where any of the Society's executive officers or employees serve on that corporation's compensation committee; and
 - iv. does not have an immediate family member who is an executive officer or employee of the Society or who, in the Board's judgment, holds a position that has a significant financial relationship with the Society.
2. The members of the Committee shall be able to read and understand basic financial statements, including a balance sheet, income statement and cash flow statement, and an external audit or financial review report and shall otherwise possess the skills to fulfill the duties established in the Bylaws and this Charter. The Committee is authorized to provide education to committee members in order to meet the requirements of this section.

D. Meetings and Procedures

1. The Committee shall establish and revise a calendar that shows the month or other reasonable time frame within which basic functions of the Committee are expected to

occur.

2. The Committee shall hold meetings at the call of the Committee chair, Executive Director, or any two members.
3. The Committee shall either maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or shall report to the Board (or, upon request, the Executive Committee of the Board), which shall incorporate the report of the Finance and Audit Committee into its written minutes.

E. Ex Officio Members. The Executive Director shall be an ex officio member without vote, invited to attend meetings of the Finance and Audit Committee, unless requested not to attend by the person acting as Chair. If the Board at any time appoints a person to act in the capacity of Financial Officer of the Society, that person shall be an ex officio member without vote, invited to attend meetings of the Finance and Audit Committee, unless requested not to attend by the person acting as Chair.

F. Powers. The duties and responsibilities of the Finance and Audit Committee shall include, at a minimum, the following:

1. **Auditor or Financial Reviewer.** The Finance and Audit Committee shall select an auditor or financial reviewer and assure that the audit or financial review of the Society is conducted by an independent person. The Committee shall oversee the audit/financial review process. The Executive Director and any other member of management shall not be present during the portion of at least one meeting at which the audit or financial review are discussed with the auditor or financial reviewer. The committee shall present the results of the audit or financial review and any recommendations to the Board.
2. **Internal Controls.** The Finance and Audit Committee shall recommend internal control policies to the Board, consistent with sound financial practices recognized by the accounting industry for organizations of the size of the Society, and shall oversee the implementation of sound internal controls by management.
3. **Financial Statements and Records.** The Finance and Audit Committee shall oversee preparation and maintenance of the financial records of the Society and ensure that appropriate financial statements, including an account of major transactions and the financial condition of the Society, are made available to the Board of Directors on a timely basis.
4. **Budget.** The Finance and Audit Committee shall annually present a budget for approval by the Board of Directors and shall monitor performance against the approved budget, developing remedial action recommendations as required.
5. **Oversight of Investments, Grants, and Restricted Funds.** The Committee shall recommend to the Board policies and procedures to make certain that the Society manages investments, grants, and restricted funds in accordance with contractual requirements, legally enforceable donor restrictions, accepted accounting practices, and applicable law. The Committee shall be responsible for overseeing management's compliance with such board policies and procedures and applicable enforceable obligations of Society.
6. **Financial Policies.** The Finance and Audit Committee shall recommend and oversee

financial policies and other policies within the scope of its responsibilities under this Charter to the Board. Any policy within the scope of its authority under this Charter that is approved by the Finance and Audit Committee shall go into effect immediately, but shall be presented to the full Board for its information and consideration.

G. Report to Board. Any action taken by the Finance and Audit Committee between meetings of the Board shall be reported to the Board at the next meeting.

Approved by the Board of Directors on June 11, 2012

UPDATED September 11, 2013

National Physical Activity Society

Finance Committee Calendar

<i>January</i>	<p>Annual Corporate Meeting/Board Meeting/Fiscal Year Begins Review financial statements, check register and other documents as policy directs from the past month in committee. Present reviewed financial statements (income statement/compared to budget and balance sheet) to the Board.</p>
<i>February</i>	<p>Board Meeting Review financial statements, check register and other documents as policy directs from the past month in committee. Present reviewed financial statements (income statement/compared to budget and balance sheet) to the Board.</p>
<i>March</i>	<p>Board Meeting Review financial statements, check register and other documents as policy directs from the past month in committee. Present reviewed financial statements (income statement/compared to budget and balance sheet) to the Board.</p>
<i>April</i>	<p>Board Meeting Review financial statements, check register and other documents as policy directs from the past month in committee. Present reviewed financial statements (income statement/compared to budget and balance sheet) to the Board.</p>
<i>May</i>	<p>Board Meeting Annual Corporate State Filing Review financial statements, check register and other documents as policy directs from the past month in committee. Present reviewed financial statements (income statement/compared to budget and balance sheet) to the Board. Review first draft of budget for upcoming year and ready to present to full board for consideration and adoption.</p>
<i>June</i>	<p>Board Meeting Budget approved by full board Review financial statements, check register and other documents as policy directs from the past month in committee. Present reviewed financial statements (income statement/compared to budget and balance sheet) to the Board.</p>
<i>July</i>	<p>Board Meeting Fiscal Year Begins Review year-end financial statements, check register and other documents as policy directs in committee. Present reviewed year-end financial statements (income statement/compared to budget and balance sheet) to the board.</p>
<i>August</i>	<p>Board Meeting Review year-end financial statements, check register and other documents as policy directs in committee. Present reviewed year-end financial statements (income statement/compared to budget and balance sheet) to the board.</p>

<i>September</i>	<p>Board Meeting Review year-end financial statements, check register and other documents as policy directs in committee. Present reviewed year-end financial statements (income statement/compared to budget and balance sheet) to the board.</p>
<i>October</i>	<p>Board Meeting 990 reviewed by Finance Committee 990 reviewed and approved by board Review year-end financial statements, check register and other documents as policy directs in committee. Present reviewed year-end financial statements (income statement/compared to budget and balance sheet) to the board.</p>
<i>November</i>	<p>Board Meeting 990 Due, November 15th Review year-end financial statements, check register and other documents as policy directs in committee. Present reviewed year-end financial statements (income statement/compared to budget and balance sheet) to the board.</p>
<i>December</i>	<p>Board Meeting Review year-end financial statements, check register and other documents as policy directs in committee. Present reviewed year-end financial statements (income statement/compared to budget and balance sheet) to the board.</p>

Notes: The committee expects that monthly meetings/conference calls will be required to address the responsibilities outlined in the committee charter.

National Physical Activity Society

Financial Policies

Approved by the Board of Directors on December 11, 2012

UPDATED September 11, 2013

Fiscal Responsibilities

The National Physical Activity Society is a Mississippi nonprofit corporation. Its financial management policies are approved by the Board of Directors which has ultimate fiduciary responsibility for the organization. The Finance Committee is authorized to work direction with the Executive Director in carrying out board-approved policies.

The Executive Director is the staff person responsible for day-to-day financial operations of the National Physical Activity Society, and may with Board budgetary approval hire a bookkeeper and/or accountant to assist with daily operations.

Public Reporting and Transparency

National Physical Activity Society believes in transparency and accountability to its constituents and the public by making available information on National Physical Activity Society governance structure, governance policies, and documents, financial conditions as reflected in audited financial statement and major programs.

The following documents are available:

- ✓ Governance Documents, including:
- ✓ A list of the current officers and directors
- ✓ Articles of Incorporation
- ✓ Bylaws
- ✓ Charters of Standing Committees
- ✓ Conflict of Interest Policy
- ✓ Whistleblower Policy
- ✓ Document Destruction Policy

Financial and IRS documents, including:

It is the policy of the National Physical Activity Society to allow public access to the documents listed above for the most current three years on the day of request for requests made in person. Individuals wanting a copy of these records will be charged for photocopying expenses at the amount specified by law, and a record of examiners will be maintained. This process is consistent the requirements of 6104(d) of the Internal Revenue Code and the regulations.

The National Physical Activity Society will honor written requests for records, if payment for photocopying and postage is made, within 30 days. The National Physical Activity Society will not honor requests for records made over the telephone.

To this end, this policy implements the IRS requirement regarding public disclosure of the National Physical Activity Society's IRS Form 1023 exemption application and annual reporting IRS forms.

Conflict of Interest

The National Physical Activity Society is committed to ensuring that there is no conflict of interest between the mission and vision of the National Physical Activity Society and the personal interests of employees, board members and committee members. The National Physical Activity Society requires that all employees, board members and committee members with board-delegated powers sign and/or update a conflict of interest statement each year. This assures that employees, board members, and committee members exercise the utmost good faith in all transactions involved in their duties and that they not use their positions with the National Physical Activity Society or knowledge gained there for their personal benefit.

Whistleblower Protection

In keeping with the policy of maintaining the highest standards of conduct and ethics, the National Physical Activity Society will investigate any suspected fraudulent or dishonest use or misuse of the National Physical Activity Society's resources or property by staff, board members, consultants, or volunteers.

Supervisors are required to report suspected fraudulent or dishonest conduct to the Executive Director or Executive Committee. Reasonable care should be taken in dealing with suspected misconduct to avoid:

1. Baseless allegations;
2. Premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation; and
3. Violations of a person's rights under law.

Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical. Supervisors, while appropriately concerned about "getting to the bottom" of such issues, should not in any circumstances perform any investigative or other follow-up steps on their own. Accordingly, a supervisor who becomes aware of suspected misconduct:

1. Should not contact the person suspected to further investigate the matter or demand restitution;
2. Should not discuss the case with attorneys, the media, or anyone other than the National Physical Activity Society Executive Committee; and

- Should not report the case to an authorized law enforcement officer without first discussing the case with the National Physical Activity Society .

Investigation

All relevant matters, including suspected but unproven matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated to the reporting person and his or her supervisor. Investigations may warrant review by independent persons such as auditors and/or attorneys.

Record Retention and Document Destruction

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention, and destruction of documents received or created by the National Physical Activity Society in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept, and how records should be destroyed (unless under a legal hold). The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate the National Physical Activity Society's operations by promoting efficiency and freeing up valuable storage space.

Corporate Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
Bylaws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
IRS Form 990 Tax Returns	Permanent

General Ledgers	Permanent
Business Expense Records	7 years
IRS Forms 1099	7 years
Journal Entries	7 years
Invoices	7 years
Sales Records (box office, concessions, gift shop)	5 years
Petty Cash Vouchers	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years
Inventory Records	Permanent

Bank Records

Check Registers	7 years
Bank Deposit Slips	3 years
Bank Statements and Reconciliation	3 years
Electronic Fund Transfer Documents	3 years

Payroll and Employment Tax Records

Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax Returns	7 years
W-2 Statements	4 years

Employee Records

Employment and Termination Agreements	5 years
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion, or Discharge	5 years after termination
Accident Reports and Worker's Compensation Records	Permanent
Job Descriptions	2 years
Salary Schedules	5 years
Employment Applications	5 years
I-9 Forms	3 years after termination
Time Cards	2 years

Donor and Grant Records

Donor Records and Acknowledgment Letters	7 years
Grant Applications and Contracts	7 years after completion

Legal, Insurance, and Safety Records

Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years
General Contracts	3 years after termination

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

Safety and Back-Up

The National Physical Activity Society’s records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the National Physical Activity Society operating in an emergency will be duplicated or backed up in a secure off-site location at least every week and maintained off-site.

Document Destruction

The National Physical Activity Society’s Treasurer and/or Secretary or an individual designated by the Board is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Compliance

Failure on the part of employees to follow this policy can result in possible civil and criminal

sanctions against the National Physical Activity Society and its employees and possible disciplinary action against responsible individuals. The chief financial officer and Finance and Audit Committee Chair will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they comply with new or revised regulations.

Fiscal Year

The National Physical Activity Society operates on a calendar year (July 1 – June 30).

Accounting Method

The National Physical Activity Society uses the cash basis of accounting meaning that income is not counted until cash (or a check) is actually received, and expenses are not counted until they are actually paid.

Strategic/Operations Planning

The National Physical Activity Society will conduct a strategic planning session every three years to establish organizational strategic goals.

Each year the Executive Director, staff, the President, and/or the Action Teams will develop, review and/or approve an annual Operations Plan that will support the accomplishment of the strategic goals that have been approved by the Board.

This planning will identify resources needed to accomplish the annual objectives, including expense items and manpower needs. These figures will be integrated into the budgeting process and be approved by the Board as part of the budgeting process.

Fundraising Plan Development

A Fundraising Plan, with revenue derive from a multitude sources such as program fees, co-sponsorships, services rendered, grants and membership fees will be established and subsequently reviewed annually and approved by the Board as part of the budgeting process.

Budgeting

It is the policy of the organization to maintain an annual operating budget. The budget will initially be compiled by the organization's staff and reviewed by the Finance and Audit Committee before going to the full Board for approval.

It is the responsibility of the Executive Director or designated staff to forward the preliminary operating budget to the Finance and Audit Committee at least 30 days before the budget approval for review and comment.

The Board of Directors has the authority to approve, modify, or reject the preliminary operating budget.

The National Physical Activity Society Board shall approve an annual operating budget that will project income and expenses to support programs and services as outlined in the Operations Plan and Fundraising Plan.

The Board will approve the annual operating budget prior to the start of the fiscal year.

Spending requests over and above the annual operating budget must be submitted first to the Finance and Audit Committee for approval then make its recommendation to the Board. The full Board then votes on the request.

The Board authorizes the Executive Director and/or designated staff to manage the organization within the approved annual operating budget. Programmatic or operational changes that may have an impact on the annual operating budget shall be reviewed by the Finance and Audit Committee and their recommendation will be reported to the Board. The full Board then votes on the spending request.

The Executive Director will prepare an annual budget that is approved by the Board of Directors before the start of the fiscal year. The budget will present revenue and expense projections for the fiscal year and an estimate of cash flow needs, showing the timing of revenue and expenses. In the case of significant revenue shortfalls or budget deficits the Executive Director may present, at least semiannually, budget modifications to the Board projected for the remainder of the fiscal year.

Anticipated capital expenditures shall be included in the normal budgetary process, and when necessary, as part of the separate capital expense budget. The annual operating budget shall include purchase requests for all new and replacement capital expenses.

Finance Committee

Monthly Reports to the Finance and Audit Committee

Each month the Executive Director/Bookkeeper will prepare the following documents for review by the Finance and Audit Committee:

- Check Register
- Employee Expense & Mileage Report
- Credit & Debit Card Cover Sheet and Credit Card Statement
- Income Statement compared with to the annual budget
- Statement of Financial Position (Balance Sheet) with identification of unrestricted, temporarily restricted and permanently restricted funds.

- Updated Annual Cash Flow Statement

Variance Reports: The Executive Director will prepare monthly variance reports for the Treasurer and Finance Committee who will, in turn, report to the Board of Directors any significant variances in expenditures and revenue compared to budget in each line item.

Monthly Reports to the Board

After the Finance and Audit Committee has reviewed and approved the monthly financial statements the Treasurer will make a report to the board.

This report will include: an income statement that includes, income statement compared to annual budget, trial balance and balance sheet that reports assets per established funds (restricted, temporarily restricted, and unrestricted) for board review and approval.

Fund Accounting

Unrestricted Funds

Unrestricted assets/funds are all monies not designated by donor or board for a specific use.

Board-Designated Strategic Funds

Over time, it is also the intent of the Board to build a Board-Designated Strategic Reserve Fund equal to \$20,000. The purpose of this Fund is to allow the Board the flexibility to approve special projects that were not previously planned for during the approval of the budget. Board approval is required to access any of the various reserve funds.

It is the policy of the National Physical Activity Society to treat board-designated funds as unrestricted assets on the statement of financial position.

A statement of activity (income statement) for board-designated funds will be included with footnotes to the monthly financial statements as supplemental information, as needed.

Temporarily-Restricted Funds

Temporarily-restricted funds are those donations that have a donor-restricted use. It is the policy of the National Physical Activity Society to add all temporarily restricted assets together for the statement of financial position.

A separate statement of activity for temporarily restricted assets will be included with the monthly financial statements as supplemental information, as needed.

Permanently- Restricted Assets (Endowment Funds)

Permanently-restricted assets are endowed funds require that the principal of the fund remains intact and the interest income is paid out each year at a rate established by the Board. Endowment Funds will be invested per the National Physical Activity Society's Investment Policy.

It is the policy of The National Physical Activity Society to add all permanently restricted assets together for the statement of financial position presentation.

A separate statement of activity for permanently restricted net assets will be included with the financial statements, as needed.

Capital Expenditures

Capital Expenditures

Capital assets are defined as items that will not wear out or functionally deteriorate in twelve (12) months and are individually valued at \$3,500 or more. Items consumed, used-up, habitually lost, worn-out or obsolete within three to five years do not have to be capitalized. (Typically, computers and electronic devices are not considered as capitalized expenditures.)

For approval purposes, all capital expenditures must have the approval of the Finance and Audit Committee. Equipment purchases can be made only when they are consistent with grant & contract policies. The Finance and Audit Committee or designated staff must approve the disposal of any capital asset owned by the National Physical Activity Society with concurrence from the Board and consistent with IRS policy for non-profit corporations.

Depreciation shall be based on the most recent IRS depreciation/amortization schedule rate or GAAP depreciation schedule.

Finance and Accounting Policies and Procedures

The Board of Directors has a responsibility to assure compliance with both federal and state financial management laws and regulations and to provide oversight of the organization's funds. In order to accomplish this, the Executive Director or designated staff is authorized to create and maintain a Finance and Accounting Policy and Procedures Manual. The manual should ensure that the policies and procedures are in place to effectively and legally manage revenue and donor funds.

The manual should address at a minimum: Division of Duties, Check and Cash Handling, Reconciliations, Purchases, Fixed Asset Management, Equipment and Inventory, Payroll, Financial Reporting, Grant Compliance, Reimbursements, Travel, Investments, Donor Management and Unrelated Business Tax.

The Executive Director or designated staff is encouraged to seek professional and/or legal review of accounting and financial resource policies and procedures before presentation to the Finance and Audit Committee for review and input. The full Board approves the Finance and Accounting Policy and Procedures Manual. These policies/procedures should be reviewed annually by the Executive Director and the Finance and Audit Committee.

Financial Controls

1. The President, Vice President, and Treasurer of the Board of Directors, as well as the Executive Director have checking signing authority.
2. The Board of Directors by resolution passed by a majority of members may authorize additional check signers to include members of the National Physical Activity Society Board and staff.
3. The Executive Director shall not sign any checks made payable to self nor authorize any other non-approved disbursement to self.
4. All disbursements require approved invoices or expense vouchers.
5. A check in excess of \$5000 requires two signatures, one of which may be that of the Executive Director.
6. The Executive Director or designated staff will maintain the checking and investment accounts of the National Physical Activity Society and the Executive Director or designated staff and Treasurer will ensure that accurate and concise financials are submitted to the Board at each Board meeting.
7. A finance manager/bookkeeper may be hired to handle daily financial transactions and monthly financial statements.
8. All documents will be kept on file at the National Physical Activity Society headquarters and submitted to an accounting professional to complete yearly taxes for the organization within IRS timelines.

Contract Signing Authority

The National Physical Activity Society grants authority to sign contracts to the Executive Director or designated staff, as long as the financial implications of the contract are included in the organization's board-approved budget. If the financial implication of signing a contract is not included in the organization's budget, Board of Director's approval is required before authority to sign the contract is granted.

The Executive Director has the authority to enter into multi-year contracts when the commitment has been included in the board-approved budget and the total cost does not exceed \$10,000, except in the case of leases and capital expenditures. Approval authority of leases and capital expenditures is given to the Executive Committee.

Purchasing

Authority to purchase goods or services using or to obligate the National Physical Activity Society funds for the purchase of goods or services, or otherwise, shall be limited to the Executive Director or such other staff designated by the Board of Directors. All purchases must be in accordance with the purchasing policies outlined in the National Physical Activity Society Financial and Accounting Policies and Procedures.

Whenever possible the National Physical Activity Society purchases should be made with a National Physical Activity Society credit or debit card.

The National Physical Activity Society is not responsible for financial obligations made by an employee without proper authorization.

Any equipment or contracts with an estimated value of \$10,000 or more shall be purchased through competitive bidding or comparative pricing by at least three vendors whenever possible. Comparative pricing or competitive bidding should also be used periodically for regularly purchased materials, supplies, services, and insurance.

Criteria for scoring proposals will be determined prior to soliciting bids and should include cost, relevant experience, ability to complete on time and other criteria for the specific service(s) being requested. The Executive Director can recommend that a sole source be used for services that have been previously provided by a reliable source or that are so unique that they can be best provided by an already identified source. The Executive Director should seek recommendations from the Executive Committee about possible vendors and receive approval from the Executive Committee before committing to a provider.

If the Society has need for services that might be best performed by members, an email to the membership should be sent requesting a letter of interest from any members that might provide the service. If no members respond within the allotted time, the normal contract process will be followed. If members are interested, a simple request for proposal (RFP) process will be followed using the criteria described below. The Executive Director will receive approval from the Executive Committee before committing to a provider.

No employee, corporate officer, board member or agent shall participate in the selection, award, or administration of a contract if a real or apparent conflict of interest would be involved. Such a conflict would arise when the employee, corporate officer, board member or agent, any member of his or her immediate family, his or her partner, or an organization or entity which employs or is about to employ any of the parties indicated herein or in which any of such persons is an owner, shareholder, officer, director, partner, or member, has a financial or other interest in the firm selected for an award.

Inventory

Assets whose value is \$500 or greater will be inventoried by staff annually.

Donated Securities

It is the policy of the National Physical Activity Society to accept securities donated by individual donors. For donor convenience, the National Physical Activity Society has accounts with several financial institutions for accepting and selling donated securities. All security donations should be made to the National Physical Activity Society 's investment account, then immediately sold. The funds are deposited to the money market account of that broker.

Investments

The National Physical Activity Society should invest any distributions that it receives that are not required for immediate operations in interest-bearing accounts of one or more chartered financial institutions insured by the Federal Deposit Insurance Corporation (FDIC), or in obligations issued by the United States of America, or in Certificates of Deposit issued by chartered federal or state financial institutions having a capital surplus of at least \$100 million. Revenue earned on such deposits shall be used by the National Physical Activity Society for the purposes of fulfilling the requirements of the organization.

The Executive Director and/or designated staff shall invest the National Physical Activity Society's short-term funds in such a way as to maximize return while protecting principal and will follow the guidelines listed below.

1. The Finance and Audit Committee will review investment status and future opportunities that need to be considered annually during the budgeting process.
2. When held in a commercial bank, investment of the National Physical Activity Society funds shall not exceed \$250,000 in any one institution for federal insurance purposes, unless approved by the Board.
3. Accounts such as interest-bearing checking accounts, money market accounts, certificates of deposit, investment-grade commercial paper, and government securities are to be the primary investments. Investing in any other type of investment vehicle requires prior approval by the Finance and Audit Committee.
4. Investments should be limited in term. The Finance and Audit Committee must approve any investments with a term longer than three years.
5. Within guidelines, maximum interest rates shall be sought, with the maturity of the investments governed by expected cash needs.
6. All securities are to be written in the name of the Educational Foundation for Physical Activity in Public Health.
7. The Executive Director will be responsible for the maintenance and reporting of all investments to the Finance and Audit Committee and the Board.

The primary objective of these funds is to preserve principal, to ensure liquidity, and to provide for long-term real growth of principal and income without inappropriate risk.

Reserve Funds

The financial objective of the National Physical Activity Society is to establish a financial reserve to equal to approximately 3-months' worth of cash for operations (an average of 25% of the annual operating budget). The Reserve Fund will normally only be utilized in extraordinary circumstances as authorized by the Board of Directors.

As operating surpluses permit, it is the goal of the Board of Directors to increase the Reserve Fund to approximately 6-months' worth of cash operations (an average of 50% of the budget).

Financial Audits

In order to ensure financial accountability, the National Physical Activity Society will have its financial statements audited by an independent auditing firm or reviewed by an accounting professional on an annual basis or as determined by the Finance and Audit Committee based on revenue and granting requirements.

The selection of the firm to conduct the audit/review will be overseen by the Finance and Audit Committee and approved by the Board. The auditor's report, to include a management letter and reconciliation of IRS Form 990, will be presented to the Board for approval. A copy of the audited statement will be distributed to the full Board and the National Physical Activity Society. The audited financial statements will also be made available to anyone who makes a written request to the National Physical Activity Society.

IRS Form 990 and 990-PF

The National Physical Activity Society shall ensure that tax payments and other government-ordered payments or filings are filed in a timely and accurate manner.

The Finance and Audit Committee shall review and approve the IRS Form 990 annual filing prior to submission and the full Board shall receive a copy of the IRS Form 990 within 30 days of its submission.

The Treasurer or President and the Executive Director shall sign and certify that the IRS Form 990 is accurate and complete.

National Physical Activity Society Advisory Council Charter

Purpose. The National Physical Activity Society has created an Advisory Council in order to provide an official avenue for members and stakeholders to give input and insight into the Educational Foundations initiatives.

Membership. The Governance/Nomination Committee will nominate individuals for the Advisory Council annually. The full board will approve those nominations. Individuals for Council consideration include National Society of Physical Activity Practitioners in Public Health board members, funding partners, business people, researchers, and other individuals and stakeholders.

Advisory Council terms are two year and can be renewed.

Chair. The Board President will act as the chairperson for the Advisory Council.

Ex Officio Member. The National Physical Activity Society's Executive Director shall be an ex officio member of the Advisory Council without vote and are invited to attend all meetings.

Powers.

The powers of the Advisory Council are limited to making recommendations to the full board.

Meetings and Procedures.

1. The General Advisory Council shall meet (via conference call) a minimum of two times a year to give input into the plans and activities of the National Physical Activity Society.
2. The Council shall maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings.
3. Advisory Council members will receive meeting agendas, minutes, and other documents that pertain to the activities performed by the National Physical Activity Society and its committees.

Approved by the Board of Directors on June 11, 2012

UPDATED September 11, 2013

Charter for the
Communication Action Team

- A. **Purposes.** The Communication Action Team shall coordinate marketing and public communication activities per the National Physical Activity Society’s approved strategic plan and the direction of the Executive Director.
- B. **Chair and Authority.** A chairperson will be appointed by and reports to the Executive Director. No board approval is needed.
- C. **Membership.** Membership on the Communication Action Team may consist of board members, advisory council members, and other interested stakeholders. No board approval is needed.
- D. **Meetings and Procedures**
- The Action Team shall establish and continuously revise a calendar that shows the month or quarter within which basic, reoccurring functions of the Action Team are expected to occur.
 - The Action Team shall hold meetings at the call of the Executive Director, or any two members.
 - The Action Team shall maintain minutes of its meetings. The Executive Director will report on the progress of Action Teams through regular updates of the strategic plan.
- E. **Responsibilities:**
- The Communications Action Team shall be responsible for:*
- serving as a resource and providing assistance to the Executive Director in the planning and implementation of marketing and communications plan;
 - creating and disseminating monthly e-newsletters that contain information of professional value to Society members;
 - creating and disseminating special edition newsletters for time sensitive or “stand alone” news;
 - coordinating, promoting and managing social networking venues.

Approved by the Board of Directors on October 10, 2012
UPDATED September 11, 2013

Charter for the
Conference Planning Action Team

A. Purposes. The Conference Planning Action Team shall plan and coordinate conferences to support the National Physical Activity Society's mission, purpose, strategic plan and the direction of the Executive Director.

B. Chair and Authority. A chairperson will be appointed by and reports to the Executive Director. No board approval is needed.

C. Membership. Membership on the Conference Planning Action Team may consist of board members, advisory council members, and other interested stakeholders. No board approval is needed.

D. Meetings and Procedures

- The Action Team shall establish and continuously revise a calendar that shows the month or quarter within which basic, reoccurring functions of the Action Team are expected to occur.
- The Action Team shall hold meetings at the call of the Executive Director, or any two members.
- The Action Team shall maintain minutes of its meetings. The Executive Director will report on the progress of Action Teams through regular updates of the strategic plan.

E. Responsibilities:

The Conference Planning Action Team shall be responsible for planning and coordinating all aspect of the Society's conference, including:

- Consulting with the Professional Development & Training Action Team to identify training needs of the members;
- identifying and securing the conference venue and coordinating all elements associated with the use of that venue; including meals and breaks;
- coordinating with the Communications & Marketing Action Team to ensure appropriate advertisement of the conference;
- coordinating with the Finance Committee to outline conference expenditures within a designated budget and monitor spending within that budget;
- soliciting sponsors and / or exhibitors a financial support for the conference.

This Action Team may work with a contracted conference planner if funds allow.

Approved by the Board of Directors on October 10, 2012

UPDATED September 11, 2013

Charter for the
Fund Development Action Team

- A. Purposes.** The purpose of the Fund Development Action Team is to strengthen and support the financial health of the organization by assisting in the development and implementation of the Annual Fundraising Plan.
- B. Chair and Authority.** A chairperson will be appointed by and reports to the Executive Director. No board approval is needed.
- C. Membership.** Membership on the Conference Planning Action Team may consist of board members, advisory council members, and other interested stakeholders. No board approval is needed.
- D. Meetings and Procedures**
- The Action Team shall establish and continuously revise a calendar that shows the month or quarter within which basic, reoccurring functions of the Action Team are expected to occur.
 - The Action Team shall hold meetings at the call of the Executive Director, or any two members.
 - The Action Team shall maintain minutes of its meetings. The Executive Director will report on the progress of Action Teams through regular updates of the strategic plan.
- E. Responsibilities.**
- The Fund Development Action Team shall be responsible for:*
- serving as a resource and providing assistance to the Executive Director in the planning and development of the Annual Fundraising Plan (including consultation on “membership” fees and benefits, training fees, and other fundraising strategies). This plan is then presented to the Finance Committee during the budgeting process and approved by the full board;
 - helping with the implementation of the Fundraising Plan per the request of the Executive Director;
 - assisting the Executive Director on an as-needed basis in reviewing draft grant proposals;
 - monitoring the implementation of the annual fundraising plan and providing input and recommendations for modifications or corrective actions if needed.

Approved by the Board of Directors on October 10, 2012
UPDATED September 11, 2013

Charter for the
Professional Development & Training Action Team

- A. Purposes.** The Professional Development & Training Action Team shall utilize the *Essentials for Public Health Physical Activity Practitioners Core Competencies* document to develop, implement and evaluate appropriate training opportunities in order to advance the field of physical activity in public health per the strategic plan and the direction of the Executive Director.
- B. Chair and Authority.** A chairperson will be appointed by and reports to the Executive Director. No board approval is needed.
- C. Membership.** Membership on the Conference Planning Action Team may consist of board members, advisory council members, and other interested stakeholders. No board approval is needed.
- D. Meetings and Procedures**
- The Action Team shall establish and continuously revise a calendar that shows the month or quarter within which basic, reoccurring functions of the Action Team are expected to occur.
 - The Action Team shall hold meetings at the call of the Executive Director, or any two members.
 - The Action Team shall maintain minutes of its meetings. The Executive Director will report on the progress of Action Teams through regular updates of the strategic plan.
- E. Responsibilities:**
- The Professional Development & Training Action Team shall be responsible for:*
- conducting an assessment of member needs and activities on alternate years;
 - identifying and developing training opportunities based on the member assessment;
 - developing, coordinating, executing and evaluating monthly webinars;
 - coordinating the continuing education credit process with ACSM;
 - as necessary, creating a sub-group to update the PAPHS Certification exam;
 - consulting with the Conference Planning Action Team to identify conference offerings and presenters;
 - revising the core competencies as needed.

Approved by the Board of Directors on October 10, 2012
UPDATED September 11, 2013

Charter for the
Public Policy Action Team

- A. Purposes.** The Public Policy Action Team shall work to organize, develop and promote efforts to engage and educate key decision makers and advocates regarding public policy issues supporting the mission, purpose, strategic plan and the direction of the Executive Director.
- B. Chair and Authority.** A chairperson will be appointed by and reports to the Executive Director. No board approval is needed.

All documents and communications from the Public Policy Action Team will be reviewed by the Executive Director and approved by the full board before dissemination to members and the public.

- C. Membership.** Membership on the Public Policy Action Team may consist of board members, advisory council members, and other interested stakeholders. No board approval is needed.

D. Meetings and Procedures

- The Action Team shall establish and continuously revise a calendar that shows the month or quarter within which basic, reoccurring functions of the Action Team are expected to occur.
- The Action Team shall hold meetings at the call of the Executive Director, or any two members.
- The Action Team shall maintain minutes of its meetings. The Executive Director will report on the progress of Action Teams through regular updates of the strategic plan.

E. Responsibilities:

The Policy Action Team shall be responsible for:

- creating policy statements (e.g., briefs) that reflect best practices and the position of the Society;
- working with the Communications Action Team to disseminate and inform members on public policy issues and the Society's position.

Approved by the Board of Directors on October 10, 2012

UPDATED September 11, 2013

Charter for the
Website Action Team

- A. Purposes.** The Web Site Action Team shall assist with the development of content, creation of policies and promotion of the National Physical Activity Society's website per the approved Society's strategic plan and the direction of the Executive Director.
- B. Chair and Authority.** A chairperson will be appointed by and reports to the Executive Director. No board approval is needed.
- C. Membership.** Membership on the Website Action Team may consist of board members, advisory council members, and other interested stakeholders. No board approval is needed.
- D. Meetings and Procedures**
- The Action Team shall establish and continuously revise a calendar that shows the month or quarter within which basic, reoccurring functions of the Action Team are expected to occur.
 - The Action Team shall hold meetings at the call of the Executive Director, or any two members.
 - The Action Team shall maintain minutes of its meetings. The Executive Director will report on the progress of Action Teams through regular updates of the strategic plan.
- E. Responsibilities:**
The Website Action Team shall be responsible for:
- reviewing website content for currency;
 - making recommendations to the web master for regular updates;
 - establishing policies for board approval for the website and member areas.

Approved by the Board of Directors on October 10, 2012
UPDATED September 11, 2013

Guidelines for Partnership (Sponsorship Solicitation)

Purpose

The purpose of this document is to present guidelines for the National Physical Activity Society (Society), including its standing committees and action teams, for the solicitation of financial sponsorship to support activities that are aligned with the Society's mission. These Guidelines are based on the existing World Health Organization (WHO) policy document "Guidelines on interaction with commercial enterprises to achieve health outcomes" and the International Society of Physical Activity and Health (ISPAH) Guidelines for Partnership.

Interactions with governmental, nongovernmental and commercial enterprises for financial support are encouraged to help the Society achieve positive outcomes related to physical activity and health.

Funding partners are defined in this document to include governmental, nongovernmental and corporate sponsors interested in supporting the Society with financial assistance.

In developing relationships with all potential funding sources, the reputation of the Society must be considered and ensured at all times.

Guidelines

In order to be considered as a Society funding partner, an entity must adhere to the following guidelines:

- The funding partner is, or is willing to, meaningfully promote physical activity to its customers and the general public.
- The funding partner will not expect, nor will it be granted by the Society, an exclusive arrangement that would preclude the Society from working with similar partners who are also willing to support activities of the Society.
- Funding partners working with the Society shall be expected to conform to WHO public health policies in the areas of food safety, chemical safety, ethical promotion of medicinal drug products, tobacco control, and others.
- The funding partner must demonstrate support of multi-faceted efforts to promote physical activity and health, including but not limited to an interaction with the Society.
- The funding partner is willing to mutually define and evaluate impact of the collaboration to ensure gains are made in physical activity and health.
- The Society may consider interaction specifically with commercial enterprises in the food and beverage sector of business. With such potential partnerships, the Society will insist that the company is making a significant effort to offer healthy, affordable food and or drink choices in the array of products it offers for sale.
- The Society shall not consider collaboration with commercial enterprises (or their subsidiaries) that produce and/or market tobacco or alcohol products.
- Additional criteria for consideration shall include the funding partner's public image, financial stability, and overall integrity.

Options for Collaboration

The Society will consider a variety of ways to collaborate with funding partners to promote physical activity, including but not limited to:

- Capacity-building
- Infrastructure
- Advocacy (not lobbying)
- Professional education
- Public education
- Programs
- Research

Means of Collaboration:

Companies may support and collaborate with the Society through various means, including but not limited to:

- Financial or in-kind resources
- Supplies of products that could assist the Society
- Product or program research and/or development aimed at promoting physical activity
- Exchanging and promoting information
- Participation in appropriate Society activities
- Advocacy for physical activity

Oversight

All partnership development activities are the responsibility of the Societies Executive Director with oversight by the Board of Directors. All potential funding partnerships will be evaluated on a case-by-case basis to ensure that these Guidelines are followed and that the activities of the partnership align with the mission of the Society.

Approved by the Board of Directors November 14, 2012
UPDATED September 11, 2013