

## **PNBA Governance Policies**

**Originally approved by the Board January 15, 2000**  
**Most recent revisions approved by the Board January 25, 2010**

### **Mission & Ends**

The Mission of the Pacific Northwest Booksellers Association is to promote a healthy independent bookselling community in the Pacific Northwest. The Ends we seek to accomplish this are (in order of priority):

1. Provide marketing programs via
  - a) promotional opportunities
  - b) a public blog
  - c) bestseller lists
  - d) book awards
  - e) literacy organizations
  - f) public book events
  
2. Encourage interactions with the book industry via
  - a) tradeshow
  - b) staff outreach & membership recruitment
  - c) networking
  - d) website
  - e) handbook
  
3. Produce educational opportunities via
  - a) educational programs
  - b) regular communication
  - c) scholarships
  - d) BookPros
  
4. Support public literacy via
  - a) literacy organizations
  - b) libraries
  - c) schools
  
5. Promote Free Speech via
  - a) advocacy
  - b) monitoring of censorship issues

## **Board/Executive Director Relations**

**2.0** The Board of Directors will relate officially to staff only through the Executive Director. The Executive Director is accountable for the entire association's attainment of Ends and compliance with Executive Limitations.

**2.1** The Board delegates all authority and all accountability for achieving Ends to the Executive Director. The Executive Director will be bound in his or her actions only by the Executive Limitations established by the Board.

**2.2** The Board will monitor the Executive Director's degree of achievement of Ends, and compliance with Executive Limitations, through written reports and monitoring data submitted periodically by the Executive Director, and through direct observation or other means as necessary. The Executive Committee will perform a required Annual Review in January, in writing, to be discussed by the entire board. The Executive Director will submit the following required periodic reports:

- a. An Executive Director's Report outlining the progress toward achieving the Association's ends and any significant shortcomings, presented at each regularly-scheduled board meeting. It should also include suggestions and observations on how the Association and the Board might be more effective in achieving Ends.
- b. A report summarizing each Trade Show, including income and expenses, attendance by category, and other relevant detail, to be sent to Board members as soon as practical.
- c. A preliminary budget, for review and discussion, at the January meeting, and a final budget at the Spring meeting. The Fall meeting materials should include a report on the Association's financial condition and budget projections.
- d. A plan of action expressing the Executive Director's intentions for implementing the Association's ends, as soon as possible after the January board meeting, with bimonthly updates provided throughout the year.

The Board may also request information to assist it in making decisions, composing or revising policies, and the Executive Director should provide incidental reports as necessary to keep the Board informed of significant events or developments.

**2.3** Only decisions of the Board as a whole are binding on the Executive Director, except in such cases as the board's authority is specifically vested in an individual or committee. Individual board members may advise the Executive Director at his or her request or discretion, but the Executive Director reserves the right to refuse to take actions or produce information if such requests are outside the Board's policies.

**2.4** By a majority vote of three, the Board officers and Past President may proclaim the Executive Director (ED) unfit to perform his/her duties. In this event, the officers and Past President will serve as a temporary Selection Committee, charged with appointing a temporary, interim ED and with nominating a new, full-time ED. The Selection Committee will appoint an interim ED from a list of interested and competent parties created and maintained by the ED and approved at the annual Board retreat. The Selection Committee will meet with the interim ED to decide suitable compensation, including temporary relocation and salary. The Selection Committee will promptly announce the ED vacancy to all PNBA members, will advertise the vacancy in appropriate media, and will collect resumes from interested applicants for a period of no more than six weeks. Interviews will be conducted by the Selection Committee in order to recommend an ED candidate for approval by a majority of the Board of Directors, either at a special meeting called for that purpose, or at one of the Board's regularly scheduled meetings, at the discretion of the President of the Board.

## **Executive Limitations**

**3.0** The Executive Director shall not cause or allow any practice, organizational circumstance, activity or decision that is either illegal, imprudent, or in violation of commonly accepted business or professional ethics.

**3.1** Asset Protection: Assets may not be inadequately maintained, unnecessarily risked, or unprotected. Therefore the Executive Director may not:

- a. fail to insure actual value of assets against theft and casualty, and liability of staff, organization and board members to at least \$1 million;
- b. allow unbonded persons access to substantial amounts of funds or other assets;
- c. receive, process, or disburse funds without control sufficient to meet standards of a board-approved CPA;
- d. invest or hold assets in uninsured instruments, or in non-interest-bearing accounts, except for funds needed for the immediate operation of the association.

**3.2** Financial Condition & Activities: Management of income and expenditures shall not incur jeopardy, be derived from less than a long-term perspective, or compromise the Board's Ends policies. Therefore the Executive Director shall not:

- a. allow a decrease in the Fund Balance at fiscal year-end without good cause. In no case may such reserves fall below \$250,000;
- b. incur debt beyond normal accounts payable in amounts that cannot be repaid within 120 days;
- c. fail to settle payroll, debts, and withholding in a timely manner.

**3.3** Staff and Volunteer Treatment. With respect to managing and supervising paid staff and volunteers, the Executive Director may not cause or allow conditions that are illegal, unethical, or imprudent.

**3.4** Communication with the Board of Directors. The Executive Director may not permit the Board to remain uninformed of issues relating to the association's Ends. Accordingly, the Executive Director may not:

- a. fail to submit monitoring reports required by the board in a timely manner;
- b. fail to advise the Board of perceived deviations from its own policies;
- c. fail to present information in a clear or timely form;
- d. fail to report or represent substantially differing points of view on issues presented for the Board's consideration.
- e. fail to inform the Board on a timely basis of any significant changes in operations.

**3.5** Industry Image. The Executive Director may not cause the image of the PNBA nor that of the independent bookselling community to be degraded. Therefore, the Executive Director may not:

- a. speak for the record without due consideration of his or her remarks;
- b. distribute documents with inaccurate, misleading or insensitive content;
- c. volunteer information or opinions for the public record that are not informed by the benefit of the association's Ends.

## **Board Process**

4.0 On behalf of the independent bookselling community in the Pacific Northwest, the Board will govern with one voice, through written policies focused on long-term Ends, for the benefit of that community. It will do so by:

- a. Representing the membership and providing a link between them and the Association.
- b. Setting clear, written policies and goals (Ends) defining what the Association will accomplish, for whom, what priority they are given, and at what cost.
- c. Assuring the performance of staff in achieving those Ends through periodic monitoring and regular reports.

4.1 The Board will direct its energies to governing the Association, and dealing with book industry affairs, rather than internal board affairs, to the greatest extent possible. Deliberations should result in policy decisions, rather than dealing with individual events.

4.2 The Board will focus on strategic leadership rather than administrative detail, making a clear distinction between board and executive director functions.

4.3 The Board shall re-affirm the Ends policies prior to the Executive Director's drawing up of the annual plan and budget.

4.4 The President is responsible for ensuring that the board adheres to its own policies and that meetings are run in an effective and open manner.

4.5 The Board shall seek and encourage active participation of PNBA membership-at-large in all activities of the Association.