

# GOVERNANCE POLICY

**International Beauty Professionals Association, Inc.**

**Effective Date:**

03.12.2026

**Adopted By:**

Board of Directors of International Beauty Professionals Association, Inc.

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## 1. Purpose and Authority

This Governance Policy (the “Policy”) establishes the formal governance structure, allocation of authority, decision-making framework, oversight mechanisms, and accountability standards of International Beauty Professionals Association, Inc. (the “Association” or “IBPA”).

This Policy is adopted to:

- (a) ensure lawful, effective, and transparent governance;
- (b) define authority and responsibilities across all governing bodies;
- (c) promote consistency, accountability, and integrity in decision-making and administration;
- (d) safeguard the mission, assets, and reputation of the Association;
- (e) ensure compliance with applicable federal and state nonprofit laws and regulatory requirements.

This Policy shall be interpreted in conjunction with the Bylaws and other governing documents of the Association. In the event of a conflict, the Bylaws shall prevail unless otherwise required by law.

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## 2. Governance Framework

The governance structure of the Association shall consist of:

- (a) the Board of Directors (the “Board”);
- (b) Officers of the Association;
- (c) duly established Committees;
- (d) authorized agents, contractors, consultants, or representatives.

All governance authority is vested in the Board, except to the extent lawfully delegated in accordance with this Policy and the Bylaws.

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## **3. Board of Directors**

### **3.1 Role and Authority**

The Board of Directors is the highest governing authority of the Association and shall have ultimate responsibility for:

- (a) strategic direction and long-term planning;
  - (b) adoption, amendment, and enforcement of governing documents and policies;
  - (c) oversight of all programs, operations, and organizational activities;
  - (d) financial oversight, including budgeting, financial controls, and resource allocation;
  - (e) compliance with applicable laws, regulations, and reporting obligations;
  - (f) protection of the Association's mission, assets, intellectual property, and reputation.
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### **3.2 Reserved Powers**

The following matters shall be reserved exclusively to the Board and may not be delegated unless expressly permitted by law:

- (a) approval and amendment of Bylaws and core governance policies;
  - (b) appointment, evaluation, and removal of Officers;
  - (c) approval of annual budgets and material financial commitments;
  - (d) approval of strategic partnerships, sponsorships, contracts, or binding agreements;
  - (e) creation, restructuring, or dissolution of committees;
  - (f) approval of disciplinary actions affecting membership, leadership, or governance roles;
  - (g) approval of major organizational initiatives, structural changes, or expansion activities.
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### **3.3 Fiduciary Duties**

Each Director shall act in accordance with fiduciary duties, including:

- (a) Duty of Care — to act in good faith, with reasonable diligence, and on an informed basis;
  - (b) Duty of Loyalty — to act in the best interests of the Association and avoid conflicts of interest;
  - (c) Duty of Obedience — to ensure compliance with applicable laws and governing documents.
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### **3.4 Standard of Conduct**

Directors shall perform their duties:

- (a) in good faith;
  - (b) with the care an ordinarily prudent person would exercise;
  - (c) in a manner reasonably believed to be in the best interests of the Association.
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## **4. Officers**

### **4.1 Designation**

The Officers of the Association shall include, at minimum:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer;

and such additional Officers as may be designated by the Board.

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### **4.2 Authority and Responsibilities**

Officers shall:

- (a) implement Board-approved decisions, strategies, and policies;
- (b) manage day-to-day administrative and operational activities;
- (c) oversee execution of programs, initiatives, and services;
- (d) ensure accurate recordkeeping, reporting, and documentation;
- (e) act within the scope of authority expressly granted by the Board.

Officers shall not exceed delegated authority and shall remain accountable to the Board.

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## **5. Committees**

### **5.1 Establishment**

The Board may establish standing or ad hoc committees, including but not limited to:

- Membership Review Board
  - Ethics Committee
  - Awards & Recognition Committee
  - Standards Committee
  - Governance Committee
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### **5.2 Scope of Authority**

Committees:

- (a) operate strictly within the authority delegated by the Board;
- (b) provide analysis, review, and recommendations;
- (c) shall not exercise final decision-making authority unless explicitly authorized.

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## **5.3 Accountability and Reporting**

All committees shall:

- (a) report regularly to the Board;
  - (b) maintain accurate records of meetings and actions;
  - (c) comply with all applicable policies and procedures.
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## **6. Meetings of the Board**

### **6.1 Regular Meetings**

The Board shall meet at intervals determined by the Board to ensure effective governance and oversight.

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### **6.2 Special Meetings**

Special meetings may be called by:

- (a) the President;
  - (b) a majority of Directors;
  - (c) as otherwise provided in the Bylaws.
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### **6.3 Notice**

Reasonable advance notice shall be provided, including:

- date
  - time
  - method of meeting
  - agenda (where applicable)
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### **6.4 Quorum**

A quorum shall consist of a majority of Directors unless otherwise specified in the Bylaws.

No official business shall be conducted without a quorum.

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### **6.5 Voting**

Unless otherwise specified:

- (a) decisions require a majority vote of Directors present;
  - (b) each Director shall have one vote;
  - (c) proxy voting shall not be permitted unless expressly authorized by law or the Bylaws.
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## **6.6 Remote Participation**

Directors may participate via electronic means, including video or teleconference.

Participation by such means shall constitute presence for quorum and voting purposes.

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## **7. Decision-Making and Delegation**

### **7.1 General Rule**

All material decisions affecting governance, finance, structure, policy, or strategic direction shall require approval by the Board.

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### **7.2 Delegation**

The Board may delegate authority to Officers or Committees provided that:

- (a) the scope of delegated authority is clearly defined;
  - (b) appropriate limitations and conditions are established;
  - (c) ongoing oversight and accountability are maintained.
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### **7.3 Limits of Delegation**

Delegation shall not apply to:

- amendments to the Bylaws
  - dissolution or termination decisions
  - fundamental governance or structural changes
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## **8. Records and Documentation**

The Association shall maintain complete, accurate, and organized records, including:

- (a) minutes of Board and committee meetings;
- (b) resolutions, approvals, and decisions;
- (c) financial statements and accounting records;
- (d) governing documents and policies;
- (e) reports and official communications.

Records shall be maintained in accordance with applicable laws and the Association's internal policies.

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## **9. Oversight and Accountability**

The Board shall:

- (a) monitor performance of Officers and committees;
  - (b) ensure compliance with governing documents and policies;
  - (c) identify and manage organizational and governance risks;
  - (d) take corrective or disciplinary action where necessary.
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## **10. Conflict of Interest Compliance**

All individuals involved in governance must comply with the Association's Conflict of Interest Policy.

Failure to disclose or properly manage a conflict may result in disciplinary or governance action.

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## **11. Compliance with Law**

All governance activities shall comply with:

- (a) applicable federal and state nonprofit laws;
  - (b) regulatory and reporting requirements;
  - (c) the Association's governing documents and policies.
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## **12. Limitation of Authority**

No individual, Officer, Director, or committee member may bind the Association or enter into any agreement on its behalf unless expressly authorized.

Any unauthorized action shall not be considered binding upon the Association.

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## **13. Indemnification**

To the fullest extent permitted by law, the Association may indemnify Directors, Officers, and authorized representatives against liabilities arising from actions performed in good faith within the scope of their duties.

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## **14. Amendments**

This Policy may be amended, modified, or repealed by the Board of Directors in accordance with the Association's governing procedures.

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## **15. Official Language**

The official version of this Policy shall be maintained in English. Any translation is provided for convenience only. In case of discrepancy, the English version shall prevail.