

# **Board Policies Manual (BPM) for the North Texas Latin American Physicians Association**

## **Effective January 30, 2013**

### **Part 1: Introduction and Administration**

This Board Policies Manual (BPM) contains all of the current standing (ongoing) policies adopted by the Board of Directors (hereafter known as the “Board”) of the North Texas Latin American Physicians Association. This BPM was developed with the expressly allowed usage of the BPM developed and copyrighted version in 2007 by Fredric L. Laughlin, DBA, and Robert C. Andringa, Ph.D. of the American Management Association. Of course, there have been many modifications to make this BPM appropriate to meet our needs.

- 1.1 **Reasons for Adoption.** The reasons for adopting this BPM include:
  - \* Efficiency of having all ongoing Board policies in one place.
  - \* Ability to quickly orient new Board Members to current policies.
  - \* Elimination of redundant or conflicting policies over time.
  - \* Ease of reviewing current policy when considering new issues.
  - \* Providing clear, proactive policies to guide the Chief Executive Officer (CEO), (when no CEO is in place, the Executive Director (ED) shall have all the responsibilities where CEO is discussed below but subject to significant Chair and Board oversight, interjection, and modification), and/or staff as may be in place.
  - \* Modeling an approach to governance that other organizations might use.
  
- 1.2 **Consistency.** Each policy in this document is expected to be consistent with the law, the articles of incorporation, and the Bylaws, all of which have precedence over these Board policies. Except for time-limited or procedural-only Board decisions (approving minutes, electing an officer, etc.), which are recorded in regular Board minutes, all standing policies shall be included, or referred to, in this document. The CEO is responsible for developing organizational and administrative policies and procedures that are consistent with this BPM.
  
- 1.3 **Transition.** Whether adopted part by part or as a complete document, as soon as some version of the BPM is voted on as the “one voice” of the Board, those policies are deemed to supersede any past policy (written

and verbal) that might be found in old minutes unless a prior Board resolution or contract obligates the organization with regard to a specific matter. If any actual or apparent conflict arises between the BPM and other policies or Board resolutions, the matter shall be resolved by the Chairman of the Board (hereafter referred to as the “Chair”) or the entire Board as may be appropriate.

- 1.4 **Changes.** These policies are meant to be reviewed constantly and are frequently reviewed and refined. The CEO helps the Board formulate new language in the BPM by distributing proposed changes in advance. When language is recommended for deletion and new language is proposed, said changes will be in a separate document so entitled. Every subsequently approved and adopted BPM shall be dated to be that effective date. Any change to this BPM must be approved by at least 75% of the Board. Proposed changes may be submitted by any Board member as well as by the CEO. In most cases, proposed changes shall be referred to and reviewed by the appropriate committee before being presented to the Board for action. Whenever changes are adopted, a new document should be printed, dated, and quickly made available to the Board, CEO, and staff. The previous version should be kept in the master BPM folder (called the Board Reference Book as described later), and on a disk for future reference if needed.
- 1.5 **Specificity.** Each new policy will be drafted to fit in the appropriate place within the BPM. Conceptually, policies should be drafted from the "outside in," i.e., the broadest policy statement should be presented first, then the next broadest, etc., down to the level of detail that the Board finds appropriate for Board action and below which management is afforded discretion as to how it implements the policies in this BPM.
- 1.6 **Oversight Responsibility.** Below are the Parts and Sections, the Committees primarily responsible for drafting and reviewing those Parts and Sections, and the individuals given authority to interpret and make decisions within the scope of those policies:

<u>Part/Section</u>	<u>Oversight Committee</u>	<u>Authority To Implement</u>
1. Introduction	Governance Committee	CEO
2. Organization Essentials	Full Board	CEO
3. Board Structure & Processes	Governance Committee	Board Chair

<u>Part/Section</u>	<u>Oversight Committee</u>	<u>Authority To Implement</u>
4.	Board–CEO/Staff Relationship	Executive Committee Chair/CEO
5.	Executive Parameters:	
5.1	General Guidance	Governance Committee CEO
5.2	Finance	Finance Committee CEO
5.3	Programs	Scholarship/Community Committee; Membership Committee; & Developmental Committee CEO
5.4	Advancement	Website/ Communications Committee CEO
5.5	Audit & Compliance	Audit & Compliance Committee CEO
5.6	Miscellaneous	As appropriate CEO
6	Officer Specific Duties & Responsibilities	

- 1.7 **Maintenance of Policies.** The Secretary shall ensure that the staff record and publish all standing policies correctly. The CEO or the CEO’s designee shall maintain the BPM file and provide updated copies to the Board whenever the policies change, or upon request. The Board will ask that legal counsel review this BPM biennially to ensure compliance with the law. Hard copies of this BPM and all discrete and non-discrete documents referred to in the BPM will be kept in a master three-ring notebook called the Board Reference Book that will be maintained by the CEO or the CEO’s designee. The updated Board Reference Book will be made available at every Board and Member meeting for review. Any Board Member may request their own hard copy Board Reference Book bound in a three-ring binder, but said Board Member is responsible for keeping their binder updated. The CEO will be responsible for establishing an electronic version of the Board Reference Book that can be accessed randomly online by Board Members using individual protected user names and passwords. The CEO will be responsible for electronic access

changing user names and passwords at least annually especially when new Board Members are added and retiring Board Members leave.

## Part 2: Organization Essentials

- 2.1 Our **core purpose** is to enhance the well being of the North Texas area community.
- 2.2 Our **vision** is to be a leader amongst medical associations everywhere.
- 2.3 The **missions** that guide everything we do are:
  - 2.3.1 To represent all Latin/Hispanic American physicians, physicians with Latin/Hispanic ancestry, and all other physicians and healthcare professionals wishing to join us.
  - 2.3.2 To promote fellowship and unify physicians in North Texas area, and to represent those physicians' interest at the local, state, and national level.
  - 2.3.3 To promote, health, wellness, and education in the North Texas area through community outreach programs and support.
  - 2.3.4 To improve the health of Latinos/Hispanics and other underserved populations in the North Texas area.
  - 2.3.5 To establish a scholarship program and a mentor program for medical students, resident doctors, and promising high school students from Latin/Hispanic descent.
  - 2.3.6 To foster professional interchange with physicians and medical organizations from Latin American countries.
- 2.4 The **moral owners** to whom the Board feels accountable are our Members, Sponsors, and North Texas area Latinos/Hispanics.
- 2.5 The primary **beneficiaries** of our services in the North Texas area are our own Members and Sponsors; Latinos/Hispanics and other individuals that are underserved or under-educated on their health and wellness needs;

and the medical student, resident doctor, and promising high school student recipients of scholarships and mentoring.

- 2.6 The major general **functions** and the approximate annual percentage of total effort that is expected to be devoted to each to raise funds are via the Spring Gala (7%), the Golf Tournament (6%), the Directory (11%), sponsorships (42%), and member dues (34%). The expenditures of funds are to scholarships (58%), outreach (11%), and overhead (31%). These percentages are from the 2012 calendar year and, accordingly, can vary as new revenue sources are added , others are deleted, and the level of expenditures increase or decrease as the Board sees fit in order to meet the missions stated above.
- 2.7 The primary **strategies** by which we will fulfill our mission include growing Member and Sponsor revenues so as to grow the amount of funds going to our beneficiaries.
- 2.8 The major organizational **goals** and monitoring indicators for the next three years are to maintain and grow our membership; to maintain and significantly grow our sponsorship ranks especially into the local corporate world; to train and grow our Executive Director to facilitate the former items and to take over operational procedures from the Chair, Officers, and the Board so as to eventually grow into the CEO position; and to significantly expand the number and amounts for scholarships, mentoring, and outreach.
- 2.9 **Strategic Plans.** The Board is expected to think strategically at all times. The CEO is expected to develop a staff strategic plan based on the policies in this BPM, update it as necessary, link major activities in the plan to the relevant sections of this BPM, and provide copies of the plan to the Board for information by April 1 each year.

### **Part 3: Board Structure and Processes**

- 3.1 **Governing Style.** The Board will approach its task with a style that emphasizes outward vision rather than an internal preoccupation; encouragement of diversity in viewpoints; strategic leadership more than administrative detail; clear distinction and eventual true bifurcation of

Board and staff roles; and pro-activity rather than reactivity. In this spirit, the Board will:

- 3.1.1 Enforce upon itself and its Members whatever discipline is needed to govern with excellence. Discipline shall apply to matters such as attendance, respect for clarified roles, speaking to management and the public with one voice, and self-policing of any tendency to stray from the governance structure and processes adopted in these Board policies.
- 3.1.2 Be accountable to its moral owner and beneficiary stakeholders and the general public for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no Officer, individual, or Committee of the Board to usurp this role or hinder this commitment.
- 3.1.3 Monitor and regularly discuss the Board's own processes and performance, seeking to ensure the continuity of its governance functions by selection of capable Directors, orientation and training, and evaluation.
- 3.1.4 Be an initiator of policy and not merely a reactor to staff initiatives. The Board, not the staff, will be responsible for Board performance.
- 3.1.5 So as to be effective and efficient as a Board, the well known Robert's Rules of Order will be followed in all Board, Member, and Standing Committee meetings

**3.2 Board Job Description.** The job of the Board is to lead the organization toward the desired performance and ensure that that performance occurs. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. To perform its job, the Board shall:

- 3.2.1 Determine the missions, values, strategies, and major goals/outcomes, and hold the CEO accountable for developing a staff strategic plan based on these policies. This will formally be done at least on an annual basis.
- 3.2.2 Determine the parameters within which the CEO is expected to achieve the goals/outcomes.

- 3.2.3 Monitor the performance of the organization relative to the achievement of the goals/outcomes within the executive parameters.
  - 3.2.4 Maintain and constantly improve all ongoing policies of the Board in this BPM.
  - 3.2.5 Select, fairly compensate, nurture, evaluate annually, and, if necessary, terminate a CEO, who functions as the Board's sole agent.
  - 3.2.6 Ensure financial solvency and integrity through policies and behavior.
  - 3.2.7 Require periodic financial and other external audits to ensure compliance with the law and with good practices.
  - 3.2.8 Evaluate and constantly improve our Board's performance as the governing Board, and set expectations for Board Members' involvement as volunteers.
- 3.3 Board Member Criteria.** In nominating members for the Board, the Board Governance Committee shall be guided by the profile that is incorporated by reference to this BPM.
- 3.4 Orientation.** Prior to election, each nominee shall be given this BPM (either by a hard copy or by electronic access) along with adequate briefings on the role of the Board, Officers, CEO, and staff plus an overview of programs, plans, and finances. Soon after election, each new Board Member will be given more comprehensive orientation material and training.
- 3.5 Chair's Role.** The job of the Chair is, primarily, to maintain the integrity of the board's processes. The Chair "manages the Board". The Chair is the only Board Member authorized to speak for the Board, other than in rare and specifically Board-authorized instances.

The Chair ensures that the Board behaves in a manner consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be those issues that, according to Board policy, clearly belong to the Board to decide and not to staff.

The authority of the Chair consists only in making decisions on behalf of the Board that fall within and are consistent with any reasonable interpretation of Board policies in Parts 3 and 4 of this BPM. The Chair has no authority to make decisions beyond policies created by the Board. Therefore, the Chair has no authority to supervise or direct the CEO's work, but is expected to maintain close communication with, offer advice to, and provide encouragement to the CEO and staff on behalf of the Board.

**3.6 Board and Member Meetings.** Board and Member events generally will include time for guest presenters, interaction with staff and beneficiaries, education, and social activities, as well as special business sessions to handle non-recurring issues. Policies that are intended to improve the process for planning and running meetings follow:

3.6.1. The general timing schedule for Board and Member meetings shall be set two years in advance.

3.6.2. The CEO shall work with the Chair, Officers, and the Standing Committee Chairs in securing presenters (and back-up presenter(s) should the scheduled presenter(s) be absent) so that the standard agenda, as appropriately modified, can be developed for the forthcoming meeting. The written meeting agenda should contain the agenda itself along with the prior minutes and current financial statements attached at a minimum. As appropriate, background materials for the Board and Standing Committees, monitoring reports, the CEO's recommendations for changes in the BPM, and other such materials shall be attached. Delivery to all Members (if a Member meeting) and to all Board Members should be made approximately two days in advance of the meetings.

3.6.3 The standard agenda format for both Board and Member meetings shall be in the following order:

3.6.3.1 Preceding the start of Board and Member meetings, representatives from a pharmacy or other healthcare services company might conduct a dinner meeting where the attributes about their spotlighted product or service will be analyzed and discussed with a knowledgeable Board Member usually leading that presentation. If a service provider is conducting the dinner meeting, the service

provider will do the presentation. A question, answer, and comment period will wrap this pre-meeting phase.

3.6.3.2 In accordance with Robert's Rules of Order, the meeting will then officially commence. The meeting will be called to order, and a reading and adoption of the prior meeting minutes will be made.

3.6.3.3 An introduction of any guests, invitees, and new Members will be made. Noteworthy acknowledgements and other news regarding any Board Member, Member, or Sponsor will be made. Finally, a call for volunteers will be made to be Board Members, Officers, Members and Standing Committee Members will wrap this portion of the meeting.

3.6.3.5 The Finance Committee will then review the financial statements. The Income Statement presentation will compare actual results to both the budget and the prior year results. Updates regarding any financial projects will be made. Annually and if no CEO exists, the Finance Committee will work with the Standing Committees to develop a revenue budget projection and then an expenditure budget projection needed to accomplish their revenue target. The overall budget will be developed on a month by month basis by Income Statement line item. The Finance Committee will then develop a Capital Expenditures plan for five years with the help of the Officers and the Standing Committees. The current capital expenditures will then be included in the budget. The completed budget will be presented to the entire Board in the January meeting each year for discussion, modifications (if any), and approval.

3.6.3.6 The Website/Communications Committee will then review the planning direction and status of any website issues and advancements (including any social media venues). An update will be made to discuss the status of communicating NTLAPA to our moral owners and beneficiaries.

3.6.3.7 The Scholarship/Community Committee will provide the planning direction and status of the scholarships

NTLAPA will provide to those beneficiaries. This Committee will be responsible for the development of the annual scholarship application format, and will submit it to the Board for review and approval. An update will be provided to discuss the planning direction and status of the outreach NTLAPA will provide to those beneficiaries.

3.6.3.8 The Membership Committee will then discuss the membership count, the plans to retain existing Members, and the planning direction and status to bring in prospective new Members. This Committee will also address possible ongoing alternatives to service the needs of Members who work and reside at the geographical edges away from most other Members.

3.6.3.9 The Development Committee will then discuss the status of fund raising planning along with a call for volunteers to assist in putting on the events. There will also be a discussion of any personal enrichment programs that outside resources will be providing.

3.6.3.10 The Governance Committee (formerly known as the Policies and Procedures Committee) will discuss the planning direction and status to develop needed modifications to existing Board policies and procedures that will be summarized in an updated Board Policy Manual when appropriate.

3.6.3.11 New business will be discussed. That will be a place where NTLAPA will support the outreach of other organizations. Also, a call to eventually develop a 501(c)(3) foundation will be made to encourage the Members to build this existing 501(c)(6) to become financially strong so as to allow this new developmental expansion to happen. A review of open business will then be discussed. Wrapping this portion of the agenda will first be the “call to make referrals to ourselves” to address this mission statement. Lastly, a reminder will be made “that we need all hands on deck” to increase our revenue stream so that we can increase the achievement of our missions that require adequate funding.

- 3.6.3.12 The announcement of the next Board meeting and Member meeting scheduling will be promulgated.
- 3.6.3.13 The announcement of the schedule for fund raising events on the near horizon shall be made with an appeal to support and bring in others to support and assist in the event.
- 3.6.3.14 The meeting will then be adjourned.
- 3.6.4 The updated BPM, if any, shall be delivered to Board members within 14 days of Board meetings.
- 3.6.5 Regular Member meetings shall be held four (4) times a year in the months of February, May, August, and November preceded by a reminder notices starting approximately 30 days in advance of the meeting date with occasional reminders being sent up to approximately two days in advance of the Member meetings. It should be noted that the timing for meetings can be altered (and even cancelled) when reasonable circumstances dictate, and this will always be communicated.
- 3.6.6 Regular Board meetings shall be held six (6) times a year in the months of January, March, April, June, September, and October preceded by a reminder notices starting approximately 30 days in advance of the meeting date with occasional reminders being sent up to approximately two days in advance of the Board meetings. The January meeting shall include a review of the planning and budget for the upcoming year. The March meeting shall include a review of the performance of the CEO and the organization for the past year. Special meetings of the Board can be called according to the Bylaws. It should be noted that the timing for meetings can be altered (and even cancelled) when reasonable circumstances dictate, and this will always be communicated.
- 3.6.7 Both the Board and Member meetings shall be scheduled on the last Wednesday or Thursday of the month to start at approximately 6:30 pm to allow a reasonable arrival window of time and to also facilitate a reasonable dismissal window of time. It should be noted that the timing for meetings can be altered (and even cancelled) when reasonable circumstances dictate, and this will always be communicated.

3.6.8 The Governance Committee shall prepare a meeting evaluation form for completion by each Board member who attends the Board meeting. The completed forms shall be reviewed, analyzed, and summarized by the Governance Committee, which shall report the results of the meeting evaluation to the Board members within two weeks of the Board meeting.

**3.7 Standing Committees.** Committees help the Board be effective and efficient. They speak "to the Board" and not "for the Board." Unless authorized by the whole Board, a Committee may not exercise authority that is reserved to the whole Board by the Bylaws or by the laws of the State of Texas governing not-for-profit organizations. Committees are not created to advise or exercise authority over staff. Once Committees are created by the Board, the Board Chair shall recommend Committee Chairs and members for one-year terms, subject to Board approval. The Board Chair and the CEO are *ex officio* members of all Committees except the Audit and Compliance Committee. The CEO shall, if needed, assign one senior staff member to assist with the work of each committee.

**3.7.1 Governance Committee (formerly know as the Policy and Procedure Committee).** This Committee shall recommend policies to the Board pertaining to governance issues and processes, including the orientation and training of new Board Members, the evaluation and improvement of the contribution of individual Board Members and Officers, and the recommendation of Bylaw changes. This Committee was responsible for the development of this Board Policy Manual and presentation to the Board for consideration and approval. It will also be this Committee's responsibility to maintain a focus on recommending any needed updates to the Board Policy Manual to the Board for consideration and approval. This Committee will also develop a roster of potential Board members based on the Board profile, and will nominate all Board Members and Officers.

**3.7.2 Finance Committee.** This Committee shall develop and recommend to the Board those financial principles, plans, and courses of action that provide for mission accomplishment and organizational financial well-being. Consistent with this responsibility, it shall review the annual budget with the CEO, and submit it to the Board for its approval. In addition, the Committee shall make recommendations with regard to the level and terms of

indebtedness, cash management, investment policy, capital expenditures, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures, and other policies for inclusion in the BPM that the Committee determines are advisable for effective financial management.

- 3.7.3 **Audit and Compliance Committee.** When assets of the corporation top two million dollars or revenues or the corporation exceed one million dollars for a fiscal year, this Committee shall be formed to oversee the organization's internal accounting controls; recommend external auditors for Board approval; review the external auditors' annual audit plan; and review the annual report, the management letter, and the results of the external audit. The Committee, or its delegate, shall have an annual private conversation with the auditors. In addition, the Committee shall be responsible for oversight of regulatory compliance, policies and practices regarding corporate responsibility, and ethics and business conduct–related activities, including compliance with all federal, state, and local laws governing tax-exempt entities. The Committee shall also oversee written conflict of interest policies and procedures for Directors and Officers to be in the Board Reference Book when appropriately developed.
- 3.7.4 **Website/Communications Committee.** This Committee shall study and recommend policies relating to website development and advancement as well as communications and public relations and policies relating to raising financial and other resources for the organization.
- 3.7.5 **Scholarships/Community Committee.** This Committee shall study and recommend policies relating to scholarships and community outreach services of the corporation.
- 3.7.6 **Membership Committee.** This Committee shall recommend policies relating to the retention and addition of Members and Sponsors for the corporation.
- 3.7.7 **Developmental Committee.** This Committee shall study and recommend policies relating to all social, continuing medical education, spring gala, golf tournament, and other fund raising programs and services of the organization.

**3.7.8 Executive Committee.** This Committee shall comprise the Chair and the other Officers. Chairs of the other Committees in Section 3.7 will not be a part of the Executive Committee, but they may be summoned to an Executive Committee meeting as the appropriate subject matter expert. Except for the actions enumerated below, it shall have the authority to act for the Board on all matters so long as the Executive Committee determines that it would be imprudent to wait for the next Board meeting to take such action. With respect to any action taken on behalf of the Board, (1) the Executive Committee is required to report the action to the Board within 10 days, and (2) the Board must approve the action at the next Board meeting.

The Executive Committee is not authorized to make decisions or to take action with respect to the following matters:

- 3.7.8.1 Dissolving the corporation
- 3.7.8.2 Hiring or firing the CEO
- 3.7.8.3 Entering into major contracts or suing another entity
- 3.7.8.4 Making material changes to a Board-approved budget
- 3.7.8.5 Adopting or eliminating major programs
- 3.7.8.6 Buying or selling property
- 3.7.8.7 Amending the Bylaws
- 3.7.8.8 Changing any policies that the Board determines may be changed only by the Board

**3.8 Advisory Groups, Councils, and Task Forces.** To increase its knowledge base and depth of available expertise, the Board supports the use of groups, councils, and task forces of qualified advisers. The term "task force" refers to any group appointed by the CEO or the Chair to assist him or her in carrying out various time-limited goals and responsibilities. Although either the Chair or the CEO may form a task force, he or she shall notify the board of its formation, purpose, and membership within 10 days of its formation. The CEO may assign a senior

staff member to serve advisory groups. The Board has established the following advisory group:

3.8.1 None as of the date of adoption.

**3.9 Board Members' Code of Conduct.** The Board expects of itself and its members to have ethical and businesslike conduct. Board Members must offer un-conflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to family members, advocacy, or interest groups, and other boards or staffs of which they are members. Board Members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or conduct of private business or personal services between any Board Member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information. Board Members, the CEO, and the staff are expected to openly recuse themselves from any corporation business when there is an appearance (whether actual or perceived) of self-dealing or conflict of interest matter.

Board Members will make no judgments of the CEO or staff performance except as the performance of the CEO is assessed against explicit Board policies and agreed-upon performance objectives.

Each Board Member is expected to complete and sign an Annual Affirmation and Conflict of Interest Statement (see tab 10 of the Board Reference Book), which covers, *inter alia*, Board conflicts of interest, in accordance with the laws of the State of Texas governing not-for-profit organizations, and other expectations of Board Members.

**3.10 Board Finances.** Every Board Member is expected to be a donor of record in each calendar year by payment of the annual membership dues at a minimum. Every Board Member is encouraged, not officially expected though, to support fund raising activities through actual dollars donated and/or volunteer efforts. Board Members can additionally support the NTLAPA missions by supplemental dues donations and by also by becoming an official Sponsor. Expenses incurred to fulfill Board activities normally can be an individual/business tax deduction; however, any Board member may submit for reimbursement of any expenses incurred for all Board and Committee Members (such as individually paying for the meeting meal) in conjunction with Board or Committee meetings. If a reimbursement will be expected, that must be made know in advance to the Chair who may or may not approve the expenditure in advance.

Further, any expenditure should be as minimal as possible so as to allow the maximum expenditures in our mission activities.

## **Part 4: Board–CEO/Staff Relationship**

- 4.1 Delegation to the Chief Executive Officer (CEO).** While the Board’s job is generally confined to establishing high-level policies, implementation and subsidiary policy development are delegated to the CEO.
- 4.1.1 All Board authority delegated to staff is delegated through the CEO so that all authority and accountability of staff (as far as the Board is concerned) is considered to be the authority and accountability of the CEO.
  - 4.1.2 Organization Essentials policies (Part 2) direct the CEO to achieve certain results. Executive Parameters policies (Part 5) define the acceptable boundaries of prudence and ethics within which the CEO is expected to operate. The CEO is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the Board’s policies in this BPM.
  - 4.1.3. The Board may change its policies during any meeting, thereby shifting the boundary between Board and the CEO domains. Consequently, the Board may change the latitude of choice given to the CEO, but so long as any particular delegation is in place, the Board and its Members will respect and support the CEO’s choices. This does not prevent the Board from obtaining information in the delegated areas.
  - 4.1.4 Except when a person or Committee has been authorized by the Board to incur some amount of staff cost for study of an issue, no Board member, Officer, or Committee has authority over the CEO. Only Officers or Committee Chairs may request information, but if such a request (in the CEO’s judgment) requires a material amount of staff time or funds or is disruptive, it may be refused.
- 4.2 CEO Job Description.** As the Board’s single official link to the operating organization, CEO performance will be considered to be synonymous with

organizational performance as a whole. Consequently, the CEO's job contributions can be stated as performance in two areas: (a) organizational accomplishment of the major organizational goals in Section 2.8, and (b) organization operations within the boundaries of prudence and ethics established in board policies on Executive Parameters.

**4.3 Communication and Counsel to the Board.** With respect to providing information and counsel to the Board, the CEO shall keep the Board informed about matters essential to carrying out its policy duties. Accordingly, the CEO shall:

4.3.1 Inform the Board of relevant trends, anticipated adverse media coverage, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established, always presenting information in as clear and concise a format as possible.

4.3.2 Relate to the Board as a whole except when fulfilling reasonable individual requests for information or responding to Officers or Committees duly charged by the Board.

4.3.3 Report immediately any actual or anticipated material noncompliance with a policy of the Board, along with suggested changes.

**4.4 Monitoring Executive Performance.** The purpose of monitoring is to determine the degree to which the missions are being accomplished and Board policies are being fulfilled. Information that does not do this shall not be considered monitoring. Monitoring will be as automatic as possible, using a minimum of Board time, so that meetings can be used to affect the future rather than to review the past. A given policy may be monitored in one or more of three ways:

4.4.1 **Direct Board inspection:** Discovery of compliance information by a Board member, a Committee, or the Board as a whole. This includes Board inspection of documents, activities, or circumstances that allows a "prudent person" test of policy compliance.

4.4.2 **External report:** Discovery of compliance information by a disinterested, external person or firm who is selected by and

reports directly to the Board. Such reports must assess executive performance only against legal requirements or policies of the Board, with suggestions from the external party as to how the organization can improve itself.

**4.4.3 CEO reports:** The CEO shall help the Board determine what tracking data are available to measure progress in achieving the mission and goals and conforming to existing Board policies. Currently the Board requests these regular monitoring reports, in addition to any specific reports requested in other sections of this BPM:

4.4.3.1 Monthly: Informal CEO reports on achievements, problems, and Board notices.

4.4.3.2 Quarterly: (a) A one- or two-page “dashboard” report showing agreed-upon key indicators that track designated financial and program results over a three-year period in graphic form; (b) other summary reports as the Board may define in this BPM.

4.4.3.3 Semiannually: (a) Expense and revenue against budget report with comparison to previous year; (b) balance sheet; (c) cash flow projections; and (d) membership statistics.

4.4.3.4 Annually: Within 45 days of the end of the calendar (not fiscal year), (a) end-of-year expense and revenue against budget; (b) balance sheet; (c) staff organization chart (or whenever major changes are made); and (d) other reports that the Board may define in this BPM.

**4.5 Annual Performance Review.** A performance evaluation task force, comprising the Chair and the Chairman of the Governance Committee, shall formally evaluate the CEO annually, based on achievement of organizational goals and any other specific goals that the Board and the CEO have agreed upon in advance, as well as the CEO’s own written self-evaluation and invited comments from all Board members after they have seen the self-evaluation. The Chair shall serve as chairman of the task force. After meeting with the CEO, the task force will report on its review to the Board, including recommendations on the CEO’s

compensation, which the Executive Committee or the Board will then act upon.

During this process, the CEO and the Board will agree on any specific, personal performance goals for the year ahead. These goals shall be documented in a letter to the CEO from the Chair and will be a primary basis for determining the CEO's performance at the end of the next year. At least every year, the task force shall invite other input in a carefully planned anonymous "360°" review, inviting feedback from staff, peers in our sector, and individuals outside the organization who have interacted with the CEO.

- 4.6 Staff Compensation.** The CEO is expected to hire, train, motivate, compensate, and terminate staff in a professional and caring fashion. So as to factor in job experience, salaries will be set at between 20% lower to 20% higher than the mean for salaries in organizations of similar size, budget, and location. Benefits will include those established by the Board from time to time as the corporation can justify to retain staff as the corporation increases in financial size. Staffing shall use a "lean and mean" approach so that new hires are only made when the existing staff's best efforts are barely sufficient to get all essential work completed.

The CEO shall (a) develop and maintain an employee manual that (when the corporation can justify as the corporation increases in financial size) is reviewed annually by competent legal counsel and (b) provide copies of this manual to the Board for information around April 1 of each year.

- 4.7 Staff Treatment.** With respect to treatment of paid and volunteer staff, the CEO may not cause or allow conditions that are inhumane, unfair, or undignified. Accordingly, he may not:

- 4.7.1 Discriminate among employees on other than clearly job-related, individual performance or qualifications.
- 4.7.2 Fail to take reasonable steps to protect staff from unsafe or unhealthy conditions.
- 4.7.3 Withhold from staff a due-process, unbiased grievance procedure.
- 4.7.4 Discriminate against any staff member for expressing an ethical dissent.

4.7.5 Prevent staff from grieving to the board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that Board policy has been violated to his or her detriment.

4.7.6 Fail to acquaint staff members with their rights under this policy.

**4.8 CEO Transitions.** At any time, the Chair may appoint a transition task force to explore options and propose strategies and Board policies related to succession and transition of the CEO and to facilitate any special needs of the outgoing and incoming CEOs and their families. The incumbent CEO shall give the Board, if possible, a one month notice of intent to leave that office. Any need for an acting or interim CEO will be determined by the Chair subject to Board approval. The Chair is authorized, as soon as a vacancy or scheduled departure of the CEO is known, to appoint a Search Committee and Committee chairman. The Search Committee may include up to two people not on the Board. The Search Committee shall, within 30 days, recommend for Board approval a position announcement, a recommendation on any search consultant, the appointment of a search secretary, and a budget for the search. The Search Committee shall present one or two qualified candidates to the full Board for selection. A special task force appointed by the Chair shall, at the time of selection, negotiate the new CEO's compensation and service agreement and give both the incumbent and the successor CEO any special performance priorities from the Board. After he/she leaves the organization, the outgoing CEO may be given a paid role for up to three months (but only with the approval of the new CEO in consultation with the Officers and the Board) in order to facilitate a smooth transition. To possibly facilitate the smoothest transition, there will be a bias to promote from within if, and only if, that person meets the needed requirements and appears to have a good working relationship with the Board and other staff.

**4.9 Board Reference Book and Web Site.** In addition to reports that the CEO may choose to make to the Board, the CEO shall develop and maintain a Board Reference Book with all pertinent documents to which board members might want to refer during Board and Committee meetings (e.g., articles of incorporation, Bylaws, organization chart, recent minutes, committee roster, list of key volunteers/consultants, Board documents referred to in this BPM, etc.). In addition, the Board requests that the CEO maintain, as funding is available, a secure Internet web site for Board members to allow them to access relevant data and reports on a timely

basis. The CEO shall notify Board Members as new key information is posted to the Board web site.

## **Part 5: Executive Parameters**

**5.1 General Guidance.** The purpose of the remainder of the BPM is to detail those executive parameters that will guide the CEO and the staff as they accomplish the mission. These parameters are intended to free the CEO and the staff to make timely decisions without undue Board directives. The Board expects that the CEO will do nothing that is illegal, unethical, or imprudent. Beyond these general parameters, the Board details its executive parameters in the major sections that follow in Part 5.

**5.2 Finance Parameters.** The CEO must ensure that the financial integrity of the organization is maintained at all times; that proper care is exercised in the receiving, processing, and disbursing of funds; and that financial and nonfinancial assets are appropriately protected.

**5.2.1 Budgeting.** The budget during any fiscal period shall not (a) deviate materially from the Board's goals and priorities listed in Part 2, (b) risk fiscal jeopardy, or (c) fail to show a generally acceptable level of foresight. The general procedures listed in Part 3.6.3.5 shall be followed by the CEO with review and input being provided by the Finance Committee as appropriate. Accordingly, the CEO may not cause or allow budgeting that:

5.2.1.1 Contains too little detail to (a) enable accurate projection of revenues and expenses, (b) separate capital items from operational items, (c) monitor cash flow and subsequent audit trails, and (d) disclose planning assumptions.

5.2.1.2 Anticipates the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.

5.2.1.3 Reduces the current assets at any time to less than twice current liabilities or allows cash to drop below a safety

reserve of \$25,000 (Twenty-five Thousand Dollars) at any time.

5.2.1.4 Provides less than \$10,000 (Ten Thousand Dollars) for board prerogatives during the year, such as costs of the annual audit and Board development.

5.2.1.5 Is not derived from the strategic plan.

**5.2.2 Financial Controls.** The CEO must exercise care in accounting for and protecting the financial assets of the organization. To this end, the CEO is expected to incorporate generally accepted accounting principles and internal controls in the financial systems that are employed in the organization. In addition, the CEO may not:

5.2.2.1 Receive, process, or disburse funds under controls insufficient to meet the board-appointed auditor's standards.

5.2.2.2 Approve an unbudgeted expenditure or commitment of greater than \$5,000 (Five Thousand Dollars) without the approval of the full Board.

5.2.2.3 Approve an unbudgeted expenditure or commitment of greater than \$1,000 (One Thousand Dollars) without the approval of the Finance Committee.

**5.2.3 Asset Protection.** The CEO may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the CEO may not:

5.2.3.1 Fail to insure against theft and casualty losses to at least 80 percent of replacement cost and against liability losses to Board members, staff, or the Corporation itself beyond the minimally acceptable prudent level.

5.2.3.2 Allow non-bonded personnel access to material amounts of funds.

5.2.3.3 Subject office equipment to improper wear and tear or insufficient maintenance.

5.2.3.4 Unnecessarily expose the organization, its Board, or its staff to claims of liability.

5.2.3.5 Make any major purchase of over \$5,000 (Five Thousand Dollars) without sealed bids or some other demonstrably prudent method of acquisition of quality goods, or any purchase of over \$1,000 (One Thousand Dollars) without a written record of competitive prices, or any purchase wherein normally prudent protection against conflict of interest has not been provided.

5.2.3.6 Acquire, encumber, or dispose of real property without Board approval.

5.2.4 **Investment Principles.** The CEO may not invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest bearing accounts, except where necessary to facilitate operational transactions. So as to not incur bank charges, operating account cash should be kept no lower than \$3,000 (Three Thousand Dollars). However, operating account cash should have no more than \$6,000 (Six Thousand Dollars). Shortages should cause a deposit to be made cover operating expenditures to be paid. Excesses should cause a transfer to an interest bearing money market account.

**5.3 Program Parameters.** In general, the CEO is expected to establish, maintain, and eliminate programs and services to achieve the corporation's mission and goals in the most effective and efficient manner.

5.3.1 New programs should be projected to serve at least 50 (fifty) people.

5.3.2 New programs with an expected budget exceeding \$2,000 (Two Thousand Dollars) must be approved by the Board. Those programs now approved include (a) scholarships to those pursuing professions in health care, and (b) outreach expenditures to advance those individuals that are underserved in the North Texas community.

5.3.3 Programs with costs of more than \$10,000 (Ten Thousand Dollars) shall be assessed for effectiveness by the Programs Committee

and possibly an outside evaluator at least every three years, with a written report being made available to the Board.

5.3.4 Any program executed in partnership with another organization or individuals shall be approved the Board to insure compliance with the corporation's missions and goals.

**5.4 Advancement Parameters.** The various efforts to represent the organization to the public (media, public relations, fund-raising, new member recruitment, etc.) shall be integrated sufficiently that the organization's brand/positioning in the external world is positive and effective.

5.4.1 **Fund-Raising Strategy.** The CEO shall develop and maintain a fund-raising plan that, at a minimum, includes direct mail, major donor initiatives, planned giving, and Web-based giving. Such plan shall be provided to Board members for review each March, along with results for each initiative. Total direct and indirect expenses for fund-raising shall not exceed 22 percent of the total budget based on 2012 actual calendar year results. If the Board approves a budget for higher percentage, then that percentage will take precedence.

5.4.1.1 **Sponsor Bill of Rights.** The CEO shall develop a Sponsor Bill of Rights and provide the latest version to the Board; this shall include, *inter alia*, the following restrictions: the CEO may not allow the name of a sponsor to be revealed outside the organization if the sponsor so requests, represent to a sponsor that an action will be taken that violates Board policies, fail to honor a request from a sponsor as to how her/his contribution is to be allocated in support of the missions above, or fail to confirm receipt of a sponsor's contribution if requested. The CEO will make sure that a sponsor wanting disclosure is promptly posted to the Corporation's website, and that they are included free of charge (within reasonable space allotments determined at the Board's sole discretion) within all printed materials distributed at mission related events.

5.4.1.2 **Training.** The CEO shall ensure that appropriate Members of the Board and staff receive annual training in

new fund-raising techniques and shall budget for such expenses.

**5.4.2 Public Affairs.** The CEO shall exercise care in representing that we are a caring, giving, mission-centered, listening organization, and shall develop policies and procedures for communicating with primary stakeholders and the public at large in a way that reinforces that image.

**5.4.2.1 Communications Plan.** The CEO shall develop and maintain a communications plan, shared with the Board as appropriate, that describes how the organization will communicate with its various moral owner and beneficiary stakeholders. The plan shall identify the stakeholder segments, how the organization will both speak and listen to each segment, and who is allowed to speak for the corporation. The plan shall also include the role of Board Members both as “listeners” and as “speakers” for the Corporation.

**5.4.2.2 Communications Restrictions.** To preserve our image in the community, the CEO and any designee are the only spokespersons authorized to speak for the Corporation, and the Chair is the only spokesperson for the Board. None of the spokespersons may represent the organization in any way that is inconsistent with the policies in Part 2 of this BPM; make statements that may be perceived as supporting a political party or platform; be the author of an article, book, or publication that includes classified or sensitive information about the organization; or engage in lobbying activities at any governmental level without prior permission from the Board.

**5.5 Audit and Compliance Parameters.** The CEO shall take the necessary steps to ensure the integrity of our systems and procedures; to see that they comply with all pertinent legal, regulatory, and professional requirements; and to report to the Board any material variations or violations.

**5.5.1 Annual External Audit.** An independent auditor will be hired and supervised by the Audit and Compliance Committee (again, when it is deemed necessary for an audit to occur and, therefore the

Committee is to be created), after a careful selection and annual evaluation. The CEO shall work with the auditor to gain a clean opinion on the annual financial statements and respond in detail to items in the auditor's management letter concerning opportunities to improve systems and procedures related to financial controls.

**5.5.2 Internal Compliance.** The CEO shall meet all requirements for complying with federal, state, or local laws and regulations. The CEO shall maintain a list of compliance actions and reports that are required of a nonprofit organization and periodically submit the list for inspection by the Audit and Compliance Committee. On a biennial basis, starting in 2015, the CEO shall contract for a legal review of the corporation's compliance with the pertinent laws and regulations and make the results of the review available to the Audit and Compliance Committee, which, in turn, will report to the Board on the overall status of the Corporation with respect to compliance matters, including any current problems or anticipated problems with regulatory authorities. If the requirements have not been met where the Audit and Compliance Committee has been created, all of the above will be under the purview of the Finance Committee.

## **5.6 Miscellaneous.**

**5.6.1 Retained Earnings Appropriation.** The Corporation will designate a restriction on retained earnings and the related cash on hand equal to \$5,000 (five thousand dollars) for every complete \$50,000 (fifty thousand dollars) in assets at the end of every fiscal year. That cash will be officially sequestered in a separate money market account or certificate of deposit as determined by the Treasurer. That restriction will serve to help in the defense of any Board Member for any claim assertion (related to the corporation's business) not covered by the Board Member's personal insurance. The absolute restriction on retaining earnings, however, shall not exceed \$25,000 (twenty-five thousand dollars). Should the Corporation secure insurance be procured to cover any errors and omissions plus general liability exposure, this restriction shall be reversed.

**5.6.2 New Geographic Chapters.** All new Chapters that are established to serve geographic locations closer to those NTLAPA Members shall be a subset of the "home" Dallas area Chapter. This will be analogous to that Chapter being a remote sales office or division of

a company headquartered elsewhere. Each Chapter will elect and have its own Chairman and Assistant Chairman, and they will lead the meetings and all activities of that Chapter. These two will also be Board Members of the home Dallas Chapter where they will obtain approval of that chapter's proposed operational activities, fund raising plans, and budget with the advice and consent of the Dallas Chapter. These two "at-large" Board Members shall not be used in the determination of a quorum for the Dallas Chapter since their presence at Dallas Board meetings will usually be non-continuous. The separate Chapters may NOT execute contracts – the Dallas Officers will review and execute them. As a part of the overall whole, each Chapter's income and expenses will run through the home Dallas Chapter's bank account (or one that is established for that separate Chapter). All accounting and tax functions will be handles for the separate Chapters by the Dallas Chapter, and there will be separate Chapter income and expense accounts established to track that Chapter's progress with their budget. The Dallas Chapter will provide as much assistance helping with the establishment and day-to-day issues resolution for separate Chapters. Each Chapter will keep and submit Minutes of every meeting to the Dallas Chapter, and the Robert's Rules of Order shall be used to guide every meeting. From time to time, an overall meeting of all the Chapters will be held to foster interaction and fellowship. When possible, all Chapters should try to use same vendors so as to gain additional quantity discounts.

5.6.3 No other miscellaneous policy exists as of the above effective date.

## **Part 6: Officer Specific Duties & Responsibilities**

**6.1 President.** In addition to duties previously mentioned in this Board Policy Manual, the President is primarily charged with the following.

6.1.1 The President will plan, call, and preside at all meetings of the Board of Directors.

6.1.2 Represent NTLAPA in its relations with members, outside individuals, outside organizations, governmental agencies, and news organizations within any and all restrictions of the NTLAPA Bylaws.

- 6.1.3 Lead compliance by all Board members unto the NTLAPA Bylaws and this Board Policy Manual.
- 6.1.4 Foster and develop creative thought processes; development of programs, events, and action plans; and active participation of all Board members all within the confines of the NTLAPA Bylaws, this Board Policy Manual, and the general direction of the Board of Directors.
- 6.1.5 President shall solicit non-Board Members to serve on an-hoc Board Selection Committee for the forthcoming fiscal year. The President should meet with that group at the initial meeting to provide guidance, and to present them with a version of this Board Policy Manual so that the committee may provide prospects with the duties and responsibilities they will need to fulfill.
- 6.1.6 Lead the transition to the new Board of Directors by making sure that the new President and Treasurer are on the bank signature cards, by passing along originals or copies of contacts, and passing along the working copy of the Board Policy Manual Binder that includes all historical records corporate records. The President shall furnish new Board Members with an electronic copy of this Board Policy Manual and the upcoming fiscal year budget to review prior to their election. Further, the President will make sure the Treasurer passes along all financial books of account and supporting documents not otherwise filed in storage, and to pass along access to the storage space.
- 6.1.7 Review the Federal and State legal duties and responsibilities of not-for-profit Board members in the initial fiscal year Board meeting in an overview manner, provide all Board Members websites for them to each review those laws, and have each Board Member sign a disclosure form that they have been notified of the existence of said laws (the exact wording to be on the disclosure form), that they have been given specific website locations (also enumerated on the disclosure form) to individually review those laws and regulations, that they agree to immediately read said laws and regulations before any other Board meeting or action as a Board member (whichever is sooner), and that they agree to always act pursuant to such laws and regulations.

## **6.2 Vice President.**

- 6.2.1 Represent the President in all matters handled by the President when the President cannot be present or otherwise needs assistance.
- 6.2.2 Act as an ex officio member of all Standing Committees.
- 6.2.3 Actively participate in managing activities to maximize membership.

## **6.3 Secretary**

- 6.3.1 Keep minutes of all meetings of the Board of Directors.
- 6.3.2 Keep minutes of all meetings of the General Membership.
- 6.3.3 Provide prior meeting minutes electronically to all members of the Board of Directors for review a few days before the start of every current Board of Director meeting.
- 6.3.4 Provide prior meeting minutes in writing to all present members of the General Membership for review at the start of every current General Membership meeting.
- 6.3.5 Publish a summary meeting minutes in each newsletter to provide The NTLAPA members an open view of the actions of their Board of Directors.
- 6.3.6 Maintain “of interest” contact lists, Member location maps, and so on plus work to keep website updated with them.
- 6.3.7 Review website and work with the webmaster at least four times a year to provide a “devil’s advocate” viewpoint of keeping the website properly updated with current versions of forms, maps, and lists; make sure things are grammatically correct; and ensure that the content is current and old items, if deemed still needed for historical reference, are duly archived in a chronological manner.

## **6.4 Treasurer**

- 6.4.1 Maintain custody and control of NTLAPA assets and liabilities. If any tangible asset is significantly large in value, determine if property and casualty coverage is needed giving due consideration to self-insuring should the premium cost be too high. Bring that determination to the Board if and when the situation ever arises.
- 6.4.2 Assist in the development of the membership invoice format so that it has (a) the minimum relevant accounting information needed and (b) the membership information deemed necessary by the Board.
- 6.4.3 Direct the mailing for the initial and any subsequent membership invoice mailings to be done as promptly as possible as determined by the Board. Sending invoices a few days early before the start of the next fiscal year also gets funds in sooner so that the Board can use the funding to accomplish our NTLAPA missions. Any funding received MUST be held until January 1 for deposit since NTLAPA is on the cash basis and we want to match funding with its proper and appropriate fiscal year.
- 6.4.5 Maintain a detail (preferably in QuickBooks Online) of individual member payments received noting, by member, the date of deposit, amount of deposit, the reference number (check number, cash, PayPal confirmation number, and so on), the member name, member address, and all membership data put on New Member Forms returned with the payment. Periodically publish and email the Officers and Membership Committee the spreadsheet of both the paid members. On a periodic basis, compare and update Member status information with the website – have the website providers remove or add or update as appropriate.
- 6.4.6 Prepare deposits daily when revenues are received. Again, do not they are paying so that the cash basis revenues get applied to the proper fiscal year.
- 6.4.7 Provide summary membership data to the Board on a frequency as requested by the Board.
- 6.4.8 Prevent any Board member from attending a Board meeting if they are 90 days delinquent in paying their membership invoice.
- 6.4.9 Perpetually maintain a Bylaw required minimum contingency reserve of \$5,000 in the Money Market account or a CD.

- 6.4.10 Move excess funds above needed working capital cash (the checking account must not be allowed to fall under \$3,000 ever) that are in the Checking account into the Money Market account or a CD so as to maximize interest earnings.
- 6.4.11 Pay vendor bills for services and products as appropriated by the Board of Directors (and any assigns thereof), but only after determining that the vendor bills are properly priced and extended for the quantities received.
- 6.4.11 Promptly pay and date those vendor bills payments for the month for which they apply so as to foster vendor relations. Also, each Board or volunteer expense reimbursement must have an expense report prepared.
- 6.4.12 Prepare a monthly financial recap detailing income statement items by actual, budget, and prior year actuals all by individual lines items. A balance sheet asset recap and a detail of uncollected invoiced amounts by customer should be presented as well. Send this report to the Secretary and President prior to every Board meeting to place electronically in the Board Minutes and Board Agenda, respectively.
- 6.4.13 After review with appropriate Board members, prepare and present an annual budget for member approval.
- 6.4.14 Prepare and file IRS Forms 1099MISC and 1096 after calendar year end.
- 6.4.15 Prepare and file, if any, IRS Forms W-2 and W-3 after calendar year end. Note that if NTLAPA ever gets employees, all payroll tax accounting, reporting, tax payments, and tax return filings will need to be done throughout the year.
- 6.4.16 Prepare and file IRS Form 990-EZ after fiscal year end after year end financials supported with appropriate reconciliations are completed. Do NOT file the postcard IRS FORM 990-N since we want the full filing copy of the return to be maintained in the fiscal year file and in the BPM Manual records as well. NOTE, the Treasurer MUST file the tax return for the fiscal year served – this CANNOT be handed off to the next fiscal year Treasurer.

- 6.4.17 Prepare and file a Texas franchise tax return as we are not exempt from that filing. The Texas Public Information report needs to be filed reporting any changes between filings.
- 6.4.18 Manage all forms of newsletter and other advertising and revenue raising activities including invoicing and collecting and negotiating advertising matters and suspending ads from any non-paying advertisers.