

Operating Code
National Council of Leaders (NCOL)
(adopted 2/12/13) (revised 09/10/19)

I. ESTABLISHMENT

- A. The National Council of Leaders was established by the National Board of Directors as an advisory assembly of local leaders to the National Board of Directors.
- B. The NCOL consists of one member from each Local Council of Leaders (LCOL) and Affiliate Board, preferably the Chair of the LCOL or the Board President of an Affiliate who are selected by the LCOL or Affiliate Boards of which they are member.

II. PURPOSE

- A. The NCOL as a body serves as an important communications, policy and membership conduit between the National Board of Directors, local members and executive staff. Members of the NCOL are a key source of information on strategies, policies, activities and programs of ACA. As representatives of their constituencies, NCOL members are charged with bringing emerging issues, thoughts, concerns, and questions to NCOL meetings that contribute to the success of ACA's mission.
- B. The NCOL objectives and goals are as follows:
 - Support ACA's mission, strategic goals and programs
 - Provide a conduit between local members (including LCOL's and Affiliate Boards) and the National Board of Directors
 - Obtain and convey constituent views and ideas, particularly those related to implementation of ACA growth strategies to the appropriate ACA leadership, National Board, or executive staff
 - Regularly communicate ACA information, strategic goals, and programs to local constituents as a member of the NCOL
 - Attend and be prepared by reading materials for all NCOL meetings
 - Provide input on critical issues
 - Actively recruit new ACA members and help retain current members
 - Encourage and be committed to actively developing new people to serve as leaders for all levels of the ACA organization
 - Provide input to the association on regional and national issues that is relevant to a diverse group of camp, youth development and educational professionals who are implementing delivery of the camp experience in various shapes and forms

III. ORGANIZATION

- A. NCOL representatives (one per local office) and alternates (one per local office) are selected by their Local Councils or Affiliate Boards. Qualifications include:
- ACA member in good standing, preferably the current LCOL Chair or Affiliate Board President
 - Ability to work in a change environment and understand that the NCOL model is flexible and dynamic
 - Have a clear understanding of the ACA's national strategic goals and issues
 - Ability to think about national and global issues
 - Ability to be flexible and able to adjust to the changing dynamics related to the methods of feedback, including electronic methods
 - Ability to commit to a high level of discovery and information collection, as well as offering feedback to the National Board of Directors and executive staff
 - Ability to share information and opinions that may not be their own
- B. The ACA CEO serves as a non-voting, ex-officio member to both the NCOL and the National Board, providing the chief staff linkage. National Board members are encouraged to attend meetings of the NCOL, including the in-person meeting that typically takes place in conjunction with the National Conference.
- C. The Chair of the National Council of Leaders is either the ACA National Board Chair, or the appointee of the ACA National Board Chair.
- D. A staff liaison, appointed by and serving at the direction of the CEO, supports the NCOL by working with the ACA National Board Chair or appointed chair. The staff liaison (in coordination with other staff) facilitates communications, online meeting needs via teleconference, web updates, meeting logistics, Steering Committee support, and other needs as warranted. The staff liaison works at the direction of the CEO.
- E. The NCOL reports to the National Board and will make reports available as requested by the Board. The NCOL has adopted transparency as a working norm, and as a result, posts all its meeting notices, agendas and meeting notes online on accessible pages to members and the public. Advances in technology will continue to inform and support rapid response mechanisms.

IV. OPERATING PRINCIPLES

- A. Conflict of Interest: The National Council of Leaders commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of

authority and appropriate decorum when acting as National Council of Leaders members.

1. Members must represent unconflicted loyalty to the interests of the Association. This responsibility supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards, Committees or staffs. It also supersedes the personal interest of any member acting as a consumer of the Association's services.
2. Members must avoid conflict of interest with respect to their NCOL responsibility.
 - i. When the NCOL is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
 - ii. NCOL members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
3. NCOL members may not attempt to exercise individual authority over the Association except as explicitly set forth in Board policies. NCOL members' interactions with the public, the press, or other entities must recognize the same limitation and the inability of any NCOL member to speak for the Association except to repeat explicitly stated NCOL decisions.
4. NCOL members will respect the confidentiality appropriate to issues of a sensitive nature.
5. The term of an NCOL member shall coincide with their term as LCOL Chair or Affiliate Board President if they are not currently serving as LCOL Chair or Affiliate Board President, their term will coincide with that of the current sitting LCOL Chair or Board President.
 - i. LCOLs and Affiliates are urged to provide a consistent alternate member should the primary NCOL member be unable to participate in a meeting. Alternate members are invited and encouraged to participate in teleconference meetings of the NCOL.

B. Authority:

1. The National Council of Leaders or its members may not speak or act for the Association except when formally given such authority for specific and time-limited purposes.
2. NCOL business shall be conducted only at officially convened meetings of the National Council of Leaders.
3. Except as defined in written NCOL Operating Code, the NCOL has no authority to commit the funds or resources of the Association.

V. MEETINGS

- A. The NCOL will have a minimum of one in-person meeting that will take place in conjunction with the National Conference if not otherwise designated by the National Board of Directors. Other meetings will take place via teleconference. The National Board of Directors or Steering Committee may call special meetings as needed, which may involve smaller groups with representation tied to the topic. ACA, being an Indiana corporation, must distribute agendas ten (10) days in advance of any official NCOL meetings.
- B. ACA committee meetings will not be scheduled in conflict with major religious observations including but not limited to: Good Friday, Passover*, Easter, Eid Al-Fitr*, Rosh Hashanah (two days) *, Yom Kippur*, Christmas*
*observance begins evening before.
- C. Conflict of Interest statements shall be distributed to all NCOL members for signature on an annual basis, during the in-person meeting of the NCOL in conjunction with the ACA National Conference.
- D. The NCOL has the authority to vote on the following as reflected by current Indiana law: a.) dissolution of the corporation b.) sale of substantially all the assets c.) merger of the Corporation d.) amendment of articles of incorporation (unless modifications are minor, i.e., changing a registered agent and e.) revising the membership structure/membership rights (COD, NCOL, etc.) The Operating Code will be reviewed on an annual basis to ensure current law is reflected.
- E. Meeting notes are taken for all in-person meetings and teleconferences. Notes are made accessible online.
- F. The staff liaison serves as the budget manager and works to reflect the priorities established by the Steering Committee.
- G. The NCOL is not required to provide an annual performance report.
- H. The staff liaison will prompt the Steering Committee to review the code on an annual basis. The staff liaison will provide any updates available relative to Indiana law affecting not-for-profit corporations.