

PEORIA FASHION WEEK ACADEMY

BOARD OF DIRECTORS POLICIES

Governance • Accountability • Transparency

Adopted	February 2025
Effective Date	February 2025
Last Reviewed	_____

ARTICLE I - PURPOSE

These Board of Directors Policies establish expectations, responsibilities, standards of conduct, and operating procedures for members of the Peoria Fashion Week Academy Board of Directors.

These policies support strong governance, accountability, transparency, fiscal responsibility, ethical leadership, organizational sustainability, and fulfillment of the Academy's charitable and educational mission.

These policies shall be read together with the Academy's Articles of Incorporation, Bylaws, Conflict of Interest Policy, Code of Ethics, Whistleblower Policy, financial policies, and other organizational policies. If any provision conflicts with the Bylaws, the Bylaws shall control.

ARTICLE II - AUTHORITY AND RESPONSIBILITY OF THE BOARD

The Board of Directors holds ultimate legal and fiduciary responsibility for Peoria Fashion Week Academy. The Board is responsible for:

- Protecting and advancing the mission of the Academy.
- Establishing strategic priorities.
- Providing financial oversight and monitoring organizational risk.
- Approving the annual budget and reviewing financial reports.
- Reviewing Form 990 before filing.
- Ensuring responsible use of organizational funds and assets.
- Selecting, supporting, and evaluating the Executive Director.
- Establishing organizational policies.
- Monitoring the effectiveness of Academy programs.
- Supporting fundraising and resource development.
- Ensuring compliance with applicable nonprofit requirements.
- Protecting the reputation and long-term sustainability of the Academy.

The Board governs the organization but does not manage the Academy's routine day-to-day operations.

ARTICLE III - BOARD COMPOSITION

The Board shall consist of no fewer than five and no more than fifteen voting directors. The Academy should seek Board members with diverse professional skills, experiences, and community perspectives.

- Fashion and creative industries
- Education
- Finance and accounting
- Legal and compliance
- Fundraising
- Marketing and communications
- Youth development
- Business and entrepreneurship
- Community engagement
- Human resources
- Technology
- Event management
- Nonprofit management
- Risk management

Board recruitment should also consider the communities and populations served by the Academy.

ARTICLE IV - BOARD TERMS

Section 1. Length of Term

Each Director shall serve a two-year term. Terms should be staggered whenever possible to support continuity of leadership.

Section 2. Consecutive Terms

A Director may serve up to three consecutive two-year terms. Following three consecutive terms, the Director must remain off the Board for at least one year before being eligible for another term.

Section 3. Term Records

The Secretary shall maintain an official Board roster identifying each Director's name, position, term dates, number of consecutive terms served, committee assignments, and officer position if applicable.

ARTICLE V - BOARD MEMBER RESPONSIBILITIES

Every Director is expected to:

1. Support the mission and values of Peoria Fashion Week Academy.
2. Exercise the duties of care, loyalty, and obedience.
3. Attend at least 75% of Board meetings annually.

4. Serve actively on at least two Board committees, following amendment of the Bylaws to reflect this requirement.
5. Attend committee meetings and complete assigned responsibilities.
6. Review Board materials before meetings.
7. Participate in Board discussions and decision-making.
8. Vote responsibly on matters requiring Board action.
9. Maintain confidentiality.
10. Complete an annual Conflict of Interest Disclosure.
11. Participate in the annual Board self-assessment.
12. Review the Academy's Form 990 prior to filing.
13. Support organizational fundraising.
14. Participate in sponsorship, donor development, partnership building, or other resource-development activities.
15. Support major Academy events and programs.
16. Act as an ambassador for Peoria Fashion Week Academy.
17. Place the interests of the Academy above personal, business, or organizational interests when acting as a Director.

ARTICLE VI - BOARD MEETINGS

Section 1. Regular Meetings

The Board shall meet at least quarterly. Additional regular meetings may be established by the Board.

Section 2. Notice

Written notice of regular meetings shall be provided at least seven days in advance. Notice may be provided electronically.

Section 3. Remote Participation

Directors may participate and vote through videoconference or another real-time electronic method.

Section 4. Quorum

A simple majority of seated Directors shall constitute a quorum.

Section 5. Written Consent

The Board may act through unanimous written or electronic consent when permitted under the Bylaws.

ARTICLE VII - ATTENDANCE

Board members are expected to attend at least 75% of Board meetings annually. Three consecutive unexcused absences may constitute cause for removal.

Board members who are unable to attend should notify the Chair, Secretary, or Executive Director before the meeting whenever reasonably possible. Repeated committee absences or lack of participation may also trigger a review by the Governance Committee.

ARTICLE VIII - COMMITTEE SERVICE

Section 1. Committee Requirement

Each Director shall serve on at least two Board committees once the Bylaws have been amended to reflect this requirement. Committee service is considered an essential part of Board membership.

Section 2. Active Participation

- Attend committee meetings.
- Participate in committee discussions.
- Complete assignments.
- Support committee goals.
- Assist with projects when needed.
- Report concerns or recommendations to the committee chair.

Section 3. Committee Chairs

Committee Chairs shall provide updates at regular Board meetings.

Section 4. Standing Committees

Executive Committee

Supports Board leadership and may address matters requiring attention between regular Board meetings when properly authorized.

Finance & Audit Committee

Oversees budgets, financial reports, internal financial controls, tax filings, audits, reviews, compilations, and financial risk.

Governance & Nominating Committee

Oversees Board recruitment, nominations, orientation, Board development, succession planning, policy review, self-assessments, and Board accountability.

Programs & Education Committee

Reviews educational programming, outcomes, curriculum development, accessibility, student experience, instructor quality, and program expansion.

Development & Fundraising Committee

Supports grants, sponsorships, donor development, fundraising campaigns, corporate partnerships, and resource development.

Safety & Risk Management Committee

Reviews organizational safety, participant protection, insurance, facility risks, event risks, emergency procedures, and organizational liability.

Marketing & Communications Committee

Supports branding, media relations, marketing, website communications, community awareness, public relations, and digital strategy.

Fashion Week & Events Committee

Supports planning, sponsorship, logistics, programming, volunteers, designers, models, vendors, and other components of Peoria Fashion Week and Academy events.

Additional standing committees, ad hoc committees, and task forces may be established when necessary. Committees are advisory unless specific authority has been delegated by the Board.

ARTICLE IX - OFFICERS

Officers shall include Chair/President, Vice Chair, Secretary, and Treasurer. Officers shall be elected annually by the Board.

Chair/President

- Provide leadership to the Board.
- Preside over Board meetings.
- Develop agendas in consultation with the Executive Director.
- Support effective Board governance.
- Serve as a principal spokesperson alongside the Executive Director when appropriate.

Vice Chair

- Support the Chair.
- Perform duties delegated by the Chair.
- Assume the Chair's responsibilities when the Chair is unavailable.

Secretary

- Maintain official Board records.
- Maintain meeting minutes.
- Monitor required notices.
- Maintain Board term information and committee assignments.
- Maintain resolutions and official Board correspondence.

Treasurer

- Provide financial oversight.
- Review financial reports.
- Work with the Executive Director and Finance Committee.
- Report significant financial matters to the Board.
- Help ensure accurate and timely financial reporting.

ARTICLE X - FIDUCIARY DUTIES

Duty of Care

Directors shall make informed decisions and exercise reasonable care when performing Board responsibilities.

Duty of Loyalty

Directors shall act in the best interests of Peoria Fashion Week Academy rather than for personal gain.

Duty of Obedience

Directors shall support the Academy's mission and ensure that organizational activities are consistent with its charitable purpose and governing documents.

ARTICLE XI - CONFLICTS OF INTEREST

Every Director shall complete a Conflict of Interest Disclosure annually. Directors must disclose financial, personal, professional, or family interests that may affect their impartial judgment.

A Director with a conflict shall disclose the conflict before discussion or action. When appropriate, the Director shall leave the discussion and shall not vote. The Secretary shall document the disclosure and recusal in the meeting minutes.

ARTICLE XII - CONFIDENTIALITY

Board members may receive confidential information including personnel matters, student information, donor information, legal matters, contracts, financial records, sponsorship negotiations, executive-session discussions, internal complaints, investigations, and strategic information not yet publicly released.

Confidential information shall not be released without authorization. Confidentiality obligations continue after Board service ends.

ARTICLE XIII - ETHICAL CONDUCT

Board members shall maintain professional conduct when representing Peoria Fashion Week Academy. Board members shall not:

- Harass or intimidate another person.
- Discriminate against another individual.
- Misuse organizational funds or property.
- Use Board service for improper personal gain.
- Falsely represent Board decisions.
- Disclose confidential information.
- Enter into unauthorized agreements on behalf of the Academy.
- Represent personal opinions as official Academy positions.

- Engage in behavior that creates substantial reputational or financial harm to the Academy.

ARTICLE XIV - FUNDRAISING AND DEVELOPMENT

Fundraising and resource development are shared responsibilities of the Board. Every Director should participate annually through activities such as:

- Identifying sponsors and potential donors.
- Making introductions.
- Attending fundraising events.
- Soliciting in-kind donations.
- Supporting sponsorship campaigns.
- Connecting the Academy with businesses or foundations.
- Supporting grant opportunities.
- Thanking donors and sponsors.
- Promoting fundraising campaigns.

Board members are encouraged to make a personal contribution at a level that is meaningful and financially appropriate for them. The Academy shall not require identical financial contributions from every Board member.

ARTICLE XV - FINANCIAL OVERSIGHT

The Board shall approve the annual organizational budget. Regular financial reports should include revenue, expenses, budget-to-actual comparisons, cash balances, restricted funds, grant funding, sponsorship revenue, significant liabilities, and major financial commitments.

The Board shall determine annually whether an independent audit, financial review, or compilation is appropriate based upon funding requirements, organizational size, and applicable requirements. The Board shall review Form 990 before submission.

ARTICLE XVI - EXECUTIVE DIRECTOR OVERSIGHT

The Board shall hire, support, and evaluate the Executive Director. The Executive Director is responsible for:

- Day-to-day operations
- Program delivery
- Staff supervision
- Volunteer supervision
- Budget administration within approved parameters
- Implementation of Board policies

The Executive Director shall be evaluated at least annually. Individual Directors shall not independently supervise Academy employees unless specifically authorized by the Board.

ARTICLE XVII - BOARD ORIENTATION

New Directors shall receive an orientation that includes:

- Mission and organizational history
- Academy programs
- Peoria Fashion Week
- Bylaws
- Board Policies
- Conflict of Interest Policy
- Code of Ethics
- Whistleblower Policy
- Organizational chart
- Current Board roster
- Committee structure
- Current budget
- Recent financial statements
- Form 990
- Annual report
- Strategic priorities
- Major funding sources
- Major partnerships
- Current Board meeting minutes
- Annual organizational calendar

ARTICLE XVIII - BOARD MEMBER EVALUATION

Every Board member shall participate in an annual self-assessment. The Governance Committee may review attendance, committee participation, engagement, fundraising participation, preparation for meetings, ethical compliance, organizational advocacy, and fulfillment of Board responsibilities. The assessment may be used when considering reappointment.

ARTICLE XIX - BOARD MEMBER REMOVAL

A Director may be removed for cause. Cause may include:

- Breach of fiduciary duty.
- Serious ethical violations.
- Three consecutive unexcused Board absences.
- Breach of confidentiality.
- Misuse of organizational assets.
- Undisclosed conflicts of interest.
- Fraud or intentional misrepresentation.
- Harassment or discrimination.
- Repeated failure to perform Board responsibilities.

- Conduct that materially harms the Academy.

Removal requires a two-thirds vote of the remaining Directors.

ARTICLE XX - BOARD VACANCIES

A Board vacancy may be filled by Board appointment. An individual appointed to fill a vacancy shall serve the remainder of the unexpired term.

ARTICLE XXI - BOARD RECORDS AND TRANSPARENCY

The Academy shall maintain appropriate governance records, including:

- Articles of Incorporation
- IRS determination letter
- Bylaws
- Board policies
- Conflict of Interest Policy
- Code of Ethics
- Whistleblower Policy
- Board roster
- Committee assignments
- Board meeting minutes
- Annual budgets
- Financial statements
- Form 990 filings
- Annual reports
- Strategic plans
- Organizational policies
- Major Board resolutions

Appropriate public records may be made available through the Academy website. Confidential personnel, student, donor, legal, or protected organizational information shall not be publicly released.

ARTICLE XXII - ANNUAL BOARD REVIEW

At least annually, the Board should review its overall effectiveness, including Board composition, meeting effectiveness, attendance, committee effectiveness, financial oversight, fundraising participation, strategic progress, Board/staff relationships, Board recruitment needs, and leadership succession.

ARTICLE XXIII - REVIEW OF BOARD POLICIES

These policies should be reviewed at least once every two years. The Board may review them sooner when organizational circumstances change, laws or regulations change, Bylaws are

amended, new programs or significant risks are introduced, or governance concerns require clarification.

BOARD MEMBER COMMITMENT AND ACKNOWLEDGMENT

I acknowledge that I have received and reviewed the Peoria Fashion Week Academy Board of Directors Policies and Bylaws. I understand the responsibilities associated with Board service and agree to make a good-faith effort to fulfill these expectations.

- My Board term is two years.
- I may serve no more than three consecutive terms before taking a one-year break.
- I am expected to attend at least 75% of Board meetings annually.
- I am expected to serve actively on at least two Board committees once that requirement is incorporated into the Academy's Bylaws.
- I must maintain confidentiality.
- I must complete an annual Conflict of Interest Disclosure.
- I must participate in an annual Board self-assessment.
- I am expected to support fundraising and organizational development.
- I am responsible for acting in the best interests of Peoria Fashion Week Academy.

Board Member Name	
Position	
Term Begins	
Term Ends	
Committee #1	
Committee #2	
Signature	
Date	

BOARD APPROVAL

These Board of Directors Policies were adopted by the Peoria Fashion Week Academy Board of Directors in February 2025.

Adoption Date	February 2025
Chair/President	
Signature	
Secretary / Signature	