

BOARD OF DIRECTORS, OFFICERS, AND COMMITTEE GOVERNANCE POLICY

International Beauty Professionals Association, Inc.

Effective Date:

03.12.2026

Adopted By:

Board of Directors of International Beauty Professionals Association, Inc.

1. Purpose

This Board of Directors, Officers, and Committee Governance Policy (the “Policy”) establishes the governance framework, leadership roles, authority structure, responsibilities, reporting lines, and operational expectations applicable to the Board of Directors, Officers, and committees of **International Beauty Professionals Association, Inc.** (the “Association” or “IBPA”).

This Policy is intended to:

- (a) provide detailed guidance concerning the governance and leadership structure of the Association;
- (b) clarify the respective roles, powers, duties, and limitations of the Board of Directors, Officers, and committees;
- (c) support lawful, transparent, ethical, and effective governance;
- (d) protect the mission, integrity, and reputation of the Association;
- (e) reduce ambiguity in internal decision-making and administration; and
- (f) supplement the Association’s Bylaws and other governing documents.

This Policy shall be interpreted together with the Association’s Bylaws, Code of Ethics, Conflict of Interest Policy, Professional Standards, Membership Policy, Membership Review Procedure, and other duly adopted policies.

2. Governance Structure

The governance structure of the Association shall consist of:

- (a) the **Board of Directors**, which serves as the governing body of the Association;
- (b) the **Officers**, who are appointed by and accountable to the Board of Directors; and

(c) such **committees, boards, task forces, advisory groups, or working groups** as may be established by the Board of Directors.

Authority within the Association shall flow from the Board of Directors. Officers, committees, and other internal bodies shall exercise only such authority as is granted by the Bylaws, this Policy, Board resolution, or other duly adopted governing documents.

No Officer, committee, or internal body may act beyond the scope of authority assigned to it by the Board of Directors or by the governing documents of the Association.

3. Role of the Board of Directors

The Board of Directors is the highest governing authority of the Association and is responsible for overall governance, strategic oversight, institutional integrity, and stewardship of the Association's mission, assets, and reputation.

The Board of Directors shall be responsible for, without limitation:

- (a) defining and protecting the mission, values, and strategic direction of the Association;
- (b) approving and overseeing major policies, standards, and governance documents;
- (c) ensuring that the Association operates in a lawful, ethical, financially responsible, and mission-consistent manner;
- (d) appointing, supervising, and, where appropriate, removing Officers;
- (e) establishing, overseeing, and dissolving committees and related bodies;
- (f) overseeing the integrity of membership processes, standards, awards, public reputation, and major Association initiatives;
- (g) approving annual or periodic budgets, major financial commitments, and major strategic initiatives;
- (h) monitoring organizational risk, governance quality, and institutional compliance;
- (i) ensuring that the Association is not operated for improper private benefit; and
- (j) exercising all other powers lawfully reserved to or vested in the governing body of the Association.

The Board of Directors is not expected to perform all administrative functions directly, but it remains responsible for ultimate governance and oversight even where operational duties are delegated.

4. Composition and Qualifications of Directors

The number, qualification, appointment, election, removal, and terms of directors shall be governed by the Bylaws.

In addition to any requirements set forth in the Bylaws, each director is expected to:

- (a) demonstrate professional credibility, maturity, and sound judgment;
- (b) support the mission and values of the Association;
- (c) be capable of acting independently and in the best interests of the Association;

- (d) avoid conduct materially inconsistent with the reputation, integrity, or standards of the Association;
- (e) comply with applicable conflict disclosure, confidentiality, and governance requirements; and
- (f) be willing and able to devote sufficient time and attention to Board responsibilities.

The Board may adopt additional qualification criteria for directors where appropriate and consistent with the Bylaws.

5. Fiduciary Duties of Directors

Each director owes fiduciary duties to the Association and shall discharge such duties in good faith, in a manner the director believes to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

These duties include, without limitation:

5.1 Duty of Care

Each director shall make reasonable inquiry, review relevant information, prepare for meetings, and participate thoughtfully in governance decisions.

5.2 Duty of Loyalty

Each director shall place the interests of the Association above personal, business, family, competitive, or other private interests when acting in a governance capacity.

5.3 Duty of Obedience

Each director shall support compliance with the Association's mission, Bylaws, governing documents, applicable law, and policies.

5.4 Duty of Confidentiality

Each director shall maintain appropriate confidentiality concerning non-public Association information, governance matters, membership reviews, committee deliberations, disciplinary matters, and other sensitive matters.

6. Duties and Expectations of Directors

Each director is expected to:

- (a) attend Board meetings regularly and participate meaningfully in governance;
- (b) review agendas, materials, and proposals in advance of meetings where reasonably possible;
- (c) exercise independent judgment and avoid rubber-stamping decisions;
- (d) disclose conflicts of interest promptly and fully;
- (e) respect the role of collective Board decision-making;
- (f) support adopted Board decisions once made, subject to lawful dissent procedures;

- (g) refrain from unauthorized unilateral commitments on behalf of the Association;
- (h) act respectfully toward fellow directors, Officers, committee members, members, and stakeholders;
- (i) protect the Association's mission, reputation, and institutional interests; and
- (j) comply with the standards of conduct set forth in the Association's Code of Ethics and related policies.

Directors serve the Association in a governance capacity and must not use their roles primarily for personal promotion, competitive advantage, private financial benefit, or improper influence.

7. Powers Reserved to the Board of Directors

Unless otherwise expressly authorized by the Bylaws or applicable law, the following matters are reserved to the Board of Directors:

- (a) amendment of major governance policies;
- (b) appointment and removal of Officers;
- (c) creation, restructuring, and dissolution of committees;
- (d) approval of annual budgets and significant financial commitments;
- (e) approval of significant contracts, transactions, partnerships, or structural commitments, as determined by the Board;
- (f) approval of strategic plans and major public initiatives;
- (g) approval of governance changes, including proposals affecting leadership structure;
- (h) final authority over major disciplinary or governance matters where reserved by policy or Bylaws; and
- (i) all other material matters of governance, oversight, and institutional direction.

Officers and committees may not assume authority reserved to the Board unless expressly delegated by Board action.

8. Board Meetings and Participation

Board meetings shall be conducted in accordance with the Bylaws and any applicable meeting procedures adopted by the Association.

In addition to the Bylaws, the following expectations shall apply:

- (a) directors shall attend meetings consistently unless excused for good cause;
- (b) repeated unexcused absence may be considered in evaluating continued service;
- (c) meetings may be held in person, by video conference, by telephone, or by other lawful communications technology;
- (d) directors participating remotely shall be treated as present if participation satisfies the requirements of applicable law and the Bylaws; and
- (e) deliberations shall be conducted respectfully, orderly, and in a manner consistent with the best interests of the Association.

The Board may adopt more detailed meeting rules, governance protocols, attendance expectations, or consent procedures as needed.

9. Board Chairing Function

Unless otherwise provided by the Bylaws or Board resolution, the President shall preside at meetings of the Board of Directors.

The presiding officer of a Board meeting shall be responsible for:

- (a) calling the meeting to order;
- (b) maintaining an orderly and fair process;
- (c) confirming that agenda items are addressed appropriately;
- (d) recognizing disclosures of conflicts of interest;
- (e) facilitating discussion without suppressing lawful dissent; and
- (f) helping ensure that decisions are reached through proper process.

The presiding role does not create unilateral authority to override the Board.

10. Officers of the Association

The Officers of the Association shall be those designated in the Bylaws and such additional officers as may be established by the Board.

Each Officer:

- (a) serves under the authority of the Board of Directors;
- (b) has only such authority as is granted by the Bylaws, this Policy, Board resolution, approved job scope, or other governing documents;
- (c) must act consistently with the mission, Bylaws, budget, and policies of the Association; and
- (d) remains accountable to the Board of Directors.

Officers do not possess independent governing authority separate from the Board except to the extent expressly delegated.

11. President

The President is the senior leadership officer of the Association for governance and executive coordination purposes, subject to the authority of the Board of Directors.

The President shall, unless otherwise limited by the Bylaws, Board resolutions, budget authority, or applicable policy:

- (a) provide general leadership and executive coordination for the Association;
- (b) support implementation of the strategic direction and decisions approved by the Board;

- (c) represent the Association in public, professional, and organizational settings, as appropriate;
- (d) preside at Board meetings unless another presiding arrangement is approved;
- (e) coordinate with Officers and committee leaders regarding execution of Board-approved priorities;
- (f) monitor progress on major initiatives and report material matters to the Board;
- (g) sign contracts, letters, certifications, and other official documents within approved authority;
- (h) help ensure that Association activities remain consistent with mission, standards, and applicable law;
- (i) supervise or coordinate day-to-day executive matters to the extent assigned by the Board; and
- (j) perform such additional duties as may be assigned by the Board.

The President shall not:

- (a) commit the Association to major financial, legal, or structural obligations beyond approved authority;
- (b) override Board decisions;
- (c) unilaterally create governance policies;
- (d) appoint or remove directors; or
- (e) act outside the scope of delegated authority.

Where uncertainty exists concerning the President's authority, the matter shall be referred to the Board.

12. Vice President

The Vice President serves as a senior supporting officer and continuity officer for the Association.

The Vice President shall:

- (a) assist the President in leadership and implementation matters;
- (b) act in place of the President during the President's absence, incapacity, unavailability, or temporary inability to act, to the extent authorized;
- (c) oversee or coordinate designated programs, initiatives, departments, or committees as assigned by the Board or President;
- (d) support leadership continuity and operational follow-through; and
- (e) perform such other duties as may be assigned by the Board.

When acting in place of the President, the Vice President shall be subject to the same limitations that apply to the President unless the Board expressly provides otherwise.

13. Secretary

The Secretary is the principal governance records officer of the Association.

The Secretary shall:

- (a) maintain, or cause to be maintained, accurate minutes of Board meetings and other meetings as required;
- (b) maintain official governance records of the Association;
- (c) maintain or supervise the maintenance of the membership records, Board resolutions, committee records, and official document archives of the Association;
- (d) ensure that notices of meetings are issued in accordance with the Bylaws and applicable policies;
- (e) maintain current copies of the Bylaws, amendments, major policies, and other governing documents;
- (f) document, or ensure documentation of, conflicts of interest disclosures where appropriate;
- (g) assist with the integrity of corporate formalities and governance procedures; and
- (h) perform such additional duties as may be assigned by the Board.

The Secretary may rely on staff, contractors, or administrative support where authorized, but remains responsible for appropriate oversight of official recordkeeping functions.

14. Treasurer

The Treasurer is the principal financial oversight officer of the Association, subject to the authority of the Board and any approved professional financial service providers.

The Treasurer shall:

- (a) oversee the integrity of financial records and reporting;
- (b) assist with preparation, review, and presentation of budgets;
- (c) monitor the flow of funds, major categories of receipts and expenditures, and adherence to financial controls;
- (d) report material financial concerns to the Board in a timely manner;
- (e) help ensure that financial documentation, reimbursements, and records are properly maintained;
- (f) coordinate, as appropriate, with accountants, tax professionals, bookkeepers, or other financial advisors;
- (g) support compliance with approved budgets, financial policies, and Board directives; and
- (h) perform such other duties as may be assigned by the Board.

The Treasurer's role is one of oversight and stewardship. The Treasurer does not have unilateral authority to spend Association funds, bind the Association financially, or approve self-interested compensation without proper Board process.

15. Additional Officers

The Board of Directors may establish additional officer positions if such positions are reasonably necessary for the effective administration of the Association.

Any additional officer role shall be defined by Board resolution or approved written description specifying:

- (a) title;
 - (b) scope of duties;
 - (c) reporting line;
 - (d) authority limits; and
 - (e) duration or term, if applicable.
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16. Appointment, Evaluation, and Removal of Officers

Officers shall be appointed and removed in accordance with the Bylaws.

In addition, the Board may:

- (a) define written role descriptions for each Officer position;
- (b) review officer performance periodically;
- (c) require reporting, updates, or performance benchmarks;
- (d) limit, modify, or clarify delegated authority; and
- (e) remove or replace an Officer whenever the Board determines that doing so is in the best interests of the Association.

An Officer may be removed for reasons including, but not limited to:

- (a) failure to perform assigned duties;
 - (b) repeated non-compliance with governance requirements;
 - (c) violation of the Bylaws, Code of Ethics, or other policies;
 - (d) conflict of interest issues;
 - (e) misconduct, dishonesty, or reputational harm; or
 - (f) any other reason the Board determines materially affects the interests of the Association.
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17. Committees: General Principles

Committees are tools of governance and administration created to assist the Association in carrying out specific functions.

All committees shall:

- (a) exist under the authority of the Board of Directors;
- (b) operate within a defined scope approved by the Board;
- (c) report to the Board as required;
- (d) act consistently with the Association's governing documents and policies; and
- (e) remain subject to Board oversight, revision, or dissolution.

No committee has independent sovereign authority. A committee may not bind the Association, alter governance rules, or take action reserved to the Board unless expressly authorized.

18. Committee Formation and Structure

The Board may create standing committees, temporary committees, working groups, advisory bodies, panels, boards, or task forces.

For each committee or comparable body, the Board may define:

- (a) purpose and scope;
- (b) authority and limitations;
- (c) required qualifications for service;
- (d) number of members;
- (e) chair or co-chair structure;
- (f) appointment process;
- (g) duration or term of service;
- (h) reporting obligations; and
- (i) any confidentiality, conflict, or conduct requirements.

Committee members may include directors, Officers, Association members, subject-matter experts, advisors, or other individuals deemed appropriate by the Board.

19. Membership Review Board

The Membership Review Board is a specialized committee or review body responsible for selective admission matters.

Its responsibilities include:

- (a) reviewing membership applications in accordance with the Membership Review Procedure;
- (b) evaluating applicants based on established criteria;
- (c) requesting additional information where necessary;
- (d) making approval, denial, deferment, or additional information determinations;
- (e) maintaining confidentiality of applicant information; and
- (f) avoiding conflicts of interest in review decisions.

The Membership Review Board shall act collectively and impartially. Its members shall not participate in the review of applicants where a conflict of interest exists or reasonably appears to exist.

20. Standards & Ethics Committee

If established, the Standards & Ethics Committee shall support the Association in matters involving:

- (a) interpretation or application of Professional Standards;
- (b) ethics-related concerns;
- (c) review of conduct-related complaints;
- (d) recommendations regarding standards-related compliance; and
- (e) such other responsibilities as assigned by the Board.

This committee may review matters and make recommendations, but final authority shall remain with the Board where required by the Bylaws or other governing documents.

21. Awards & Recognition Committee

If established, the Awards & Recognition Committee shall assist with:

- (a) development of recognition criteria;
- (b) nomination procedures;
- (c) review of eligibility;
- (d) administration of fair and transparent recognition processes; and
- (e) management of conflict safeguards in awards-related matters.

Committee members must disclose conflicts and recuse themselves where necessary.

22. Education Committee

If established, the Education Committee shall assist with:

- (a) development of educational programming;
 - (b) professional development resources;
 - (c) webinar, course, and resource initiatives;
 - (d) speaker and content recommendations; and
 - (e) other education-related functions assigned by the Board.
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23. Events Committee

If established, the Events Committee shall assist with:

- (a) planning and coordination of events;
 - (b) logistics and program structure;
 - (c) event participation guidelines;
 - (d) coordination with speakers, moderators, or event partners; and
 - (e) such other event-related matters as assigned by the Board.
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24. Media & Publications Committee

If established, the Media & Publications Committee shall support:

- (a) publications and editorial initiatives;
- (b) communications planning;
- (c) media-related projects;

- (d) Association-facing content development; and
 - (e) standards related to publication quality and brand consistency.
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25. Partnerships Committee

If established, the Partnerships Committee shall assist the Association with:

- (a) identifying and cultivating appropriate strategic relationships;
- (b) reviewing potential sponsors, collaborators, and partners;
- (c) supporting partnership initiatives consistent with the mission of the Association; and
- (d) making recommendations to the Board regarding partnership opportunities.

No partnership shall be deemed approved unless approved through the authority required by the Board's governance and financial procedures.

26. Committee Chairs

Each committee may have a chair or co-chairs as designated by the Board.

A committee chair is responsible for:

- (a) helping organize meetings and workflow;
- (b) ensuring that the committee remains within its approved scope;
- (c) reporting to the Board or designated supervising Officer;
- (d) helping manage conflicts, participation, and procedural order within the committee; and
- (e) promoting effective and responsible committee performance.

Committee chairs do not possess broader authority than that granted by the Board.

27. Reporting and Accountability

All Officers and committees are accountable to the Board of Directors.

The Board may require:

- (a) written reports;
- (b) oral updates;
- (c) meeting summaries;
- (d) budget requests;
- (e) records of decisions;
- (f) documentation of conflicts or recusals; and
- (g) such additional accountability measures as reasonably necessary.

Failure of an Officer or committee to report appropriately, remain within scope, or comply with policy may result in correction, limitation of authority, reconstitution, or removal.

28. Confidentiality and Internal Integrity

Directors, Officers, and committee members shall maintain appropriate confidentiality regarding:

- (a) non-public governance matters;
- (b) membership reviews;
- (c) disciplinary matters;
- (d) sensitive financial or legal information;
- (e) internal deliberations; and
- (f) any other information reasonably considered confidential by the Association.

Confidentiality obligations survive the end of service to the extent appropriate.

29. Conflicts of Interest

All Directors, Officers, and committee members are subject to the Association's Conflict of Interest Policy.

Any person serving in a governance, review, judging, awards, or leadership role must disclose actual, potential, or perceived conflicts promptly and comply with recusal requirements where applicable.

Failure to disclose a conflict may itself constitute a governance violation.

30. Removal, Resignation, and Vacancies

Removal, resignation, and vacancies shall be handled in accordance with the Bylaws and applicable Board authority.

In addition, the Board may take appropriate action where a Director, Officer, or committee member:

- (a) ceases to meet qualifications;
- (b) repeatedly fails to perform assigned responsibilities;
- (c) violates confidentiality;
- (d) violates ethics, standards, or conflict rules;
- (e) acts outside approved authority; or
- (f) materially harms the interests of the Association.

The Board may fill vacancies, appoint interim replacements, or temporarily reassign duties as needed for continuity.

31. Relationship to Other Governing Documents

This Policy shall be read together with:

- the Bylaws;
- the Code of Ethics;
- the Professional Standards;
- the Conflict of Interest Policy;
- the Membership Policy;
- the Membership Review Procedure;
- committee charters, if any; and
- all other duly adopted policies of the Association.

If a conflict exists between this Policy and the Bylaws, the Bylaws shall control unless otherwise required by law.

32. Amendments

This Policy may be amended by the Board of Directors at any duly noticed meeting or by other lawful Board action.

Any amendment shall become effective as stated in the approving action unless otherwise specified.

33. Official Language

The official version of this Policy shall be maintained in English. Any translation may be provided for convenience only. In the event of inconsistency, the English version shall control.