

ABSF Procedures Manual

(Established May 3, 2016. Amended Sept. 19, 2016, Dec. 5, 2016, March 27, 2017, September 18, 2017, October 16, 2017, May 21, 2018, October 15, 2018, September 23, 2019, April 20, 2020)

Authority

The Secretary shall perform or have performed under the Secretary's direction...

Prepare from the records of the Corporation a Procedures Manual to organize the established and regular policies, procedures, and pronouncements of the Board to ensure that the Board's tasks are conducted in a regular, orderly transparent and ethical fashion. The Board may, by simple majority vote to revise this Manual. This Manual and the By-laws shall be the governing documents of the ABSF.

Bylaws of the American Birkebeiner Ski Foundation Article IV, Section 8 (c)

Organization of Endowment

There shall be established a foundation for the endowment of the ABSF.

12.07.2015.2

If a board member has two absences of either a board meeting or a committee meeting in a 12 month period, the board president will meet with the board member to discuss the matter and then will take the results of the meeting to the full board for discussion and the board will decide how the matter will be resolved.

7.13.3

Financial Procedures

Budget

1. The Executive Director (ED) will present a monthly operating and capital expenditure budget for the next fiscal year to the Finance Committee two months prior to the end of the current fiscal year. After review by the Finance Committee, the proposed budget shall be immediately forwarded for discussion to the Board of Directors (BOD).
2. The BOD will approve the budget at its last meeting in the current fiscal year.
3. The ED shall make reasonable efforts to advise the BOD when budgeted line items are

changed. Significant changes to a budgeted item in revenues or expenditures shall require a BOD-approved amendment to the budget.

Financial Statements

1. The basic set of financial statements of the ABSF shall include:

1. (a) Statement of Financial Position (Balance Sheet) – reflects assets, liabilities and net assets

classified as unrestricted, temporarily restricted or permanently restricted

2. (b) Statement of Activities (Income Statement) – presents revenues and expenses as compared

to the operating budget and prior year and classified as unrestricted, temporarily restricted or permanently restricted net assets

(c) Statement of Cash Flows – presents cash inflows and outflows as to operating activities, investing activities and financing activities

2. The basic set of financial statements shall be prepared on the accrual basis using generally accepted accounting principles. They shall be prepared on a monthly basis in time for the regularly scheduled meeting of the Finance Committee. After review by the Finance Committee, they shall be forwarded to the Board of Directors.

Payment Authorization

1. The Executive Director, Treasurer and Board President shall be the designated signatories on ABSF accounts.
2. The Board of Directors shall approve all Executive Director's salary, benefits, and bonuses.
3. A signatory other than the ED shall sign non-payroll payments payable to the ED. Where

payment is made electronically via ACH, written approval shall be obtained in advance and

filed with the supporting voucher for the expenditure.

4. The Treasurer or Board president shall review and approve all credit card or other account

charges made by the ED.

Real Estate Transactions

All real estate transactions shall require a resolution passed by the ABSF Board of Directors.

1.19.2015.1

(T)he Board will annually approve race fees and race cap based upon recommendation and rationale of the staff.

5.19.2015.4

Approve(d) the 2016-2017 Operating Budget (Appendix A)

5.23.2016.1

Recognition and Awards

ABSF (shall) create the Shellie Milford Spirit of the Birkie Award, to be administered by the Executive Director.

3.15.2015.2

The American Birkebeiner Ski Foundation (ABSF) shall provide an optional retirement program for eligible full time and part time employees. The plan shall be a simple IRA that is funded by both the employee and the ABSF. The AGSF shall match the employee's contribution up to a limit of 3% of the employee's contribution for the calendar year. The ABSF percentage contributions to the retirement program is reviewed and determined annually by the ABSF Board of Directors

5.19.2015.3

Outgoing Board members of 2012, and all outgoing Board members in subsequent years who have served at least one full term will receive complimentary entry for all Birkie events for life.

Current qualified members: Jane Bidwell, Scott Chapin, Mary Wingfield, Don Becker, Bill Bauer, Tom Duffy

9.17.2012.2

Election of Board of Directors

A. ADMINISTRATION

1. The Secretary shall have authority to make such election rules and rulings as are necessary to facilitate a fair and open election of Directors according to the ABSF Bylaws and laws of the State of Wisconsin.

2. Per ARTICLE IV (7) (b) of Bylaws, if Secretary is a candidate for re-election, the administration of the election will transfer to another board member.
3. The Secretary will meet with staff each April to plan logistics of election: notification to members about available positions, how members can become candidates, timeline for tasks, ballot distribution and notifications to members to encourage voting.
4. Once ballots are distributed, the Secretary will work with staff to ensure ballot distribution and vote counting are going smoothly. Two members of the staff shall have the capability to monitor the electronic system of recording votes to ensure that it is functioning properly.
5. There shall be no noting, recording or communication of the number of votes for individual candidates during the course of the election or the total number of people voting at any one time.

Election documents Appendix B

9.23.19, 4.20.20

B. METHODS OF VOTING

1. Electronic Ballots. By July 1, every current, paid-up member will be provided election information via email, including a Board Candidate ballot and method of voting. Completed ballots must be returned to the American Birkebeiner office by 5:00 pm on July 28. In years when July 28 falls on a weekend, the following adjustments shall be made: members will be provided the information described above in sufficient time to have at least 28 days to vote, and the close of balloting will be on the Friday prior to July 28 at 5:00 pm.
2. By Mail. If a member has no access to email, that person may request from the ABSF office, either via phone call or letter that a ballot be mailed to the member's address. Any completed ballot mailed to the ABSF office must be received by July 28 or the stated deadline if July 28 falls on a weekend.
3. In Person. Individuals may cast their votes in person at the ABSF office during regular business hours by 5:00 pm on July 28. In years when July 28 falls on a weekend, the close of balloting will be on the Friday prior to July 28 at 5:00 pm.
4. Business Member. When voting in person, a business member's vote may be cast by the president, owner, managing partner, or written designee of the president, owner or managing partner of such business. This written designation shall be presented on business letterhead.
5. Cumulative Voting. There shall be no cumulative voting for Board candidates or any other purpose.

4.40.20

C. RESOLVING TIE VOTES

If there is a tie vote, there shall be an immediate re-count supervised by the Secretary of the Board.

1. If the Secretary is a candidate, another officer of the board who is not a candidate shall be designated by the Board President to supervise the counting and the re-count, if one is necessary.
2. If all officers of the board are candidates, the Board President shall designate a Board Member who is not a candidate to supervise the counting and re-count, if one is necessary.
3. If the vote is still tied after the re-count, the Board Secretary, or the designee if the Secretary is a candidate, shall schedule a meeting in the ABSF office by August 1 to which the tied candidates shall be invited. Each candidate shall be allowed a representative if he or she is unable to attend. The meeting shall be made available for electronic participation for any candidate or representative who cannot attend in person.
4. If this re-count also results in a tie vote, a two-way tie shall be decided by a coin flip. The "caller" shall be determined alphabetically.
5. A tie of three or more shall be decided by the supervisor of the election drawing names out of a hat.

D. ELECTION RESULTS, STORAGE & AVAILABILITY

1. Election Results. Election results will be posted by August 1 on the Birkie.com website.
2. Vote totals for all candidates for the ABSF Board of Directors will be stored in the ABSF office in both electronic and paper form.
3. These vote totals will be made available in a timely manner to any ABSF member who requests them.

5.21.18, 4.20.20

Election of ABSF Board Officers

1. The board will elect its President, Vice President, Secretary and any other officers it deems necessary by a simple majority at a duly noticed Board of Directors Meeting each year after the ABSF Annual Meeting. If there are new Directors elected in that year's Board Election, the election of officers will take place at the second scheduled meeting after the new term begins. If there are no new board members for the term, the election can take place at the first scheduled meeting of the new term, at the discretion of a majority vote by Directors. The officers will serve a one-year term or until the following year's ABSF Board Officers Election
2. If there is not a majority vote for the officer, there shall be a re-vote.
3. If the second ballot continues not to produce a majority vote, each officer will be given the opportunity to address the board for a maximum of three minutes before a third vote.

4. If there are more than two candidates, the lowest vote getter in the third vote shall be dropped, and there will be a fourth vote. After the fourth vote, if there continues to be a tie, the director of the election shall flip a coin. The “caller” shall be determined alphabetically.

3.27.17, 5.18.20

Executive Director

ABSF Board of Directors Annual Review of Executive Director

A. The ABSF Board President shall send to the ABSF Board of Directors:

1. Goals previously established for current year.
2. Evaluation instrument for Board Members to fill out
3. Proposed process for Annual Review

B. At the same time, the Board President shall send to the Executive Director:

1. Goals previously established for current year
2. Self-evaluation instrument

C. Directors shall fill out evaluations and return to Board President. The Board President shall compile all evaluations, remove source-names, and send to all Directors at least five days prior to the meeting at which the evaluation takes place so Directors have opportunity to read and digest.

D. Board President also shall send Executive Director’s self-evaluation to all Board Members at least five days prior to the meeting.

E. At meeting, Directors discuss and decide, reaching consensus if possible, voting if no consensus, on the following:

1. Content of Evaluation of ED.
2. Goals for ED for following year.
3. Salary and benefit package to be offered to ED for the following year.
4. Which Directors will meet with ED to discuss the above.

F. Any change in goals requested by the ED must be brought to the full Board for discussion, approval or rejection via meeting or electronic communication.

G. Any change in salary or benefits that exceeds the range previously established by the Board must be brought back to the full Board for approval, either via meeting or electronic communication.

H. If the process outlined above is not completed by the expiration of the ED’s most recent contract, the Board President shall inform the ED in writing that

1. The terms of the previous contract will be honored until the new contract is signed by both parties, and
2. The ED will be compensated initially at the same rate as the previous year.

In this event, once the new contract has been accepted and signed by both parties, any differences in compensation between the previous and the current contracts will be adjusted in the next paycheck so that the ED is fully compensated per the terms of the new contract.

9.18.2017

Treatment of older or disadvantaged skiers for race placement purposes will be left to the staff

8.8.2015.1

Contract Enforcement Policy 1.20.2013 no language of record

Selection of ABSF Representative to Worldloppet Ski Federation

The Worldloppet Ski Federation (WSF) was the brainchild of ABSF Founder Tony Wise, and the American Birkebeiner was a charter member of the Worldloppet.

Recognizing the importance of this historic relationship as well as the mutual benefit, the ABSF Board will select from among its members a Representative to attend the WSF Annual General Meeting and will financially support his or her travel to that meeting, barring mitigating budgetary constraints.

The selection shall take place at the same meeting and following the election of officers to the ABSF. The Worldloppet Representative will serve a one-year term. In the event that the Board member's term of office ends, for any reason, during the term as WSF Rep, the ABSF Board will select a new representative to complete the term at its first meeting after that expiration or at a special meeting per Article III (6) (b) in the Bylaws.

In addition, the ABSF encourages the Executive Director also to attend the WSF Annual General Meeting and will financially support his or her travel to that meeting, barring mitigating budgetary constraints.

3.27.17

Attending Worldloppet Races as ABSF Representative

A. The ABSF Executive Director is encouraged by the ABSF Board to attend a Worldloppet Race each year as part of his or her professional development. Unless there are mitigating budgetary issues, the ABSF will support the ED's expenses.

B. Since attending other Worldloppet (WL) races offers lessons and perspectives that are useful for ABSF board members, and because Worldloppet races offer two nights complimentary lodging for board members from other WL races as well as five complimentary entries, the latter are encouraged to visit at least one other WL race.

C. Prior to the September ABSF board meeting each year, the Worldloppet representative on the board will circulate a list of the year's WL races and a sign-up sheet for ABSF board members to express preferences for the race or races they would like to attend.

D. If more than one board member wants to attend the same race, the following tie-breakers will be used, in sequence, to determine who will be the ABSF Representative to the race:

1. If a board member has never attended any WL race other than the Birkie, and the other(s) have attended at least one WL race in the past, the board member who has never attended will have preference.
2. If all applying have attended WL races in the past, but one has never attended as the ABSF representative while the other(s) have represented the Birkie in the past at a WL race, the one who has never before represented will have preference.
3. If all applying have attended WL races in the past as Birkie representatives, but one has never been a representative before at the particular race in question while the other(s) has been, the person never to have represented at the particular race will have preference.
4. If all the conditions above fail to distinguish between applicants, the board member with the most seniority on the board will have preference.
5. If #4 above fails to distinguish because the board members have the same seniority on the board, the WL representative will flip a coin to determine the representative.
6. If the WL representative is one of the applicants, any other board member who is not an applicant to attend that race that year may flip the coin to determine.

E. Once the preferences have been sorted out, the WL Representative on the Board will do the following:

1. Inform all board members via email who the representatives will be for that year.
2. Inform the Executive Director of same.

F. The Executive Director will inform each of the Worldloppet races in question who will be representing the ABSF at that race for that year.

G. Board members who represent the ABSF and receive the complimentary lodging will also receive two of the five complimentary entries. The other three complimentary entries will be decided by the ABSF Worldloppet representative in consultation with the Executive Director based on the following priorities:

1. Other board members attending the race.
2. Employees of the ABSF attending the race.
3. ABSF VIPs such as race sponsors, volunteers or contributors to the ABSF.

4. If all five of the complimentary entries are not used by folks in these categories, complimentary entries can be extended to spouses or significant others of board members or employees.

5. The ABSF Executive Director will notify each Worldloppet Race who will be receiving the complementary entries for each year.

12.5.16