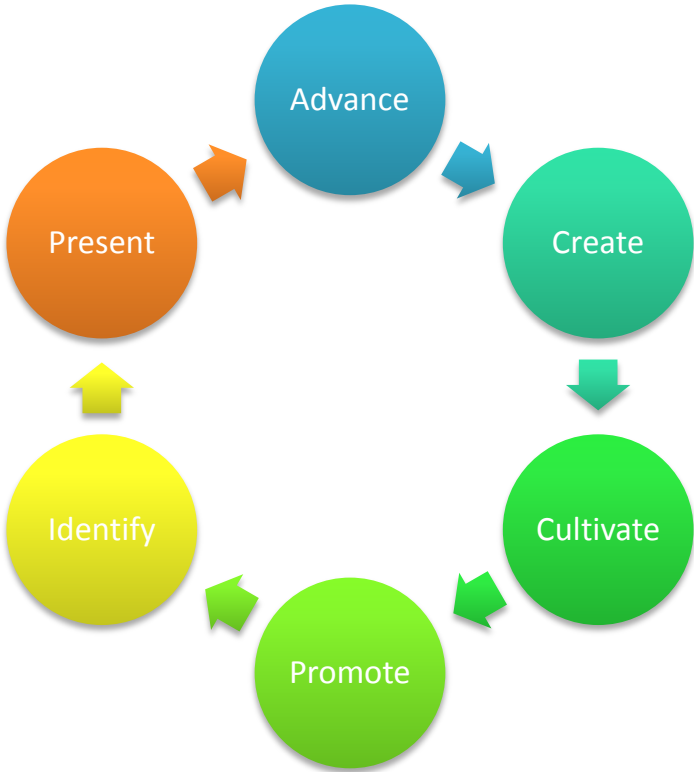


POLICY AND PROCEDURES MANUAL

NEWTON CHAMBER OF COMMERCE

Adopted July, 2012



Newton
CHAMBER OF COMMERCE

POLICY AND PROCEDURES MANUAL

Purpose

This manual is intended to be a reference to the officers and members of the Newton Chamber of Commerce (NCC). Its purpose is to provide our policy; a course of action as set forth in the Bylaws as well as defined procedures; the act and manner of process to further identify the role our volunteers and staff play.

Committees – Driving Progress

Dedicated members serve on committees to continuously move the Chamber forward. The action words associated with each committee serve as the course of action.

Our Committees:

- **Welcoming** – ADVANCE
- **Event** – CREATE
- **Membership** – CULTIVATE
- **Advocacy** – PROMOTE
- **Public Relations** – IDENTIFY
- **Nominating** – PRESENTS

Our Policies and Procedures Exist to Facilitate our Mission Objectives to:

- Provide members a forum for the exchange of information and their development
- Support and participate in our local programs
- Promote and provide exposure through our resources and community activities
- We are a voice for our members
- We act as a liaison between local government and our members
- Support efforts of expansion and revitalization
- Discover and correct abuses that are detrimental to business
- Encourage business development and growth in the community of Newton

POLICY

Statement of Business Ethics

The Newton Chamber of Commerce (NCC) recognizes that in order to maintain a strong unified membership the organization must conduct its affairs in a manner which will promote the interests of its membership without preference or prejudice. In order to accomplish this goal the Chamber adopts the following statements:

1. It shall be the policy of the NCC to conduct its affairs with honesty and integrity. The Chamber shall endeavor to foster a competitive business climate among its membership and to avoid assisting any individual member from gaining unfair advantage of a competitive member.
2. When purchasing goods and services required for the operations of the organization, Chamber members will have priority over non-members. If more than one member provides a required and acceptable product or service, preference shall be given to the member with the lowest price. If all things are equal, the purchase of products and services shall rotate among the membership.
3. When requested for information about the providers of products and services, Chamber members shall have priority over non-members. If more than one member provides the requested product or service, the Chamber will furnish information about the entire member providers without preference or prejudice.
4. The Chamber shall keep all information it may receive about the future plans of members and non-members confidential until such time as the affected individual or business elect to make the information public. In no instance should the Chamber assist one member to profit over another member from advance or insider business knowledge.

Conflict of Interest

A conflict of interest arises when a Board/Executive, employee or committee member's personal affairs or interests, usually of, but not restricted to, a financial or material nature, conflicts or appear to conflict with his/her public duties and responsibilities to the Chamber, its programs, members, participants, or patrons. It is not sufficient for a Board/Executive, employee and committee member to act within the law, but must also act in a manner so scrupulous as to withstand the closest public scrutiny.

To protect their honest and impartiality, Board/Executive, employee and committee members should not be or place themselves or their families in situations where they might benefit personally, or they may be obligated to any person who might benefit from special consideration or favor on their part.

All Board/Executive, employee and committee members must exercise care in the management of their private affairs so as not to benefit, or appear to benefit from the use of information acquired during the course of their official duties, which is not generally available to the public.

All Board/Executive, employee and committee members shall not place themselves in a position where they could derive any direct or indirect benefit from any of the Chamber's contracts or transactions.

As a Board/Executive, employee and committee member you must not participate in decision-making on any matter in which you have a have a pecuniary interest to a greater extent than your fellow Chamber members.

When any situation arises that pertains to ethics, the position taken by a Board/Executive, employee and committee members of the Newton Chamber of Commerce must not only be legally correct but should also be a position that will stand the test of public scrutiny if necessary. If such public scrutiny could result in allegations which would likely harm or embarrass the Chamber member, the Chamber organization or any third party, then it is not the correct position to be taken.

The onus for identifying a potential conflict of interest is always on the individual.

Any individual faced with a situation concerning ethics or conduct about which they are uncertain shall consult with the President or Executive Director to determine the course of action which is appropriate.

All Board/Executive, employee and committee members shall disclose to the President or Executive Director all business, commercial or financial interests where such interest might be construed as being in actual or potential conflict with their official duties.

Definition: A pecuniary interest is something that could monetarily affect you, your spouse, your children, your parents or the parents of your spouse, or a business, which employs you or any organization in which you have an interest

*These policies apply at all meetings of the Chamber Board and its Committees, and at all meetings of any Board, Committee or Agency to which you are appointed as a representative of the Chamber Board.

*Annually, at the first meeting of the new Chamber Board, the Code of Ethics and Conduct shall be reviewed to ensure that it remains relevant and foremost in the minds of all participants.

It is expected of all board members to abide by the conflict of interest rules. Board members may face possible dismissal and replacement if they fail to comply. It is the duty of the President to oversee the board for failure to perform one's duties, including the rules of conflict of interest, but can also be brought to question by any other member in good standing.

PROCEDURES AND JOB DESCRIPTIONS

Past President

The Past President is responsible for ensuring a smooth transition of the new President into a leadership role of the Chamber and to perform the following duties:

- Ensures Proper adherence to the bylaws
- Upon expiration of their term of office, the Past President shall deliver to the Chamber any and all Chamber property.

President

The President shall preside at all meetings and oversee general operations of the Chamber and perform the following duties:

- Prepare and forward meeting agenda items to the Executive Director
- Transact business for and on behalf of the Chamber as voted on by the Board of Directors and with the assistance of the Executive Director
- Upon expiration of their term of office, the President shall deliver to the Chamber any and all chamber property
- The President shall accompany the Executive Director to all Open houses and formal meetings with new members whenever possible
- The President is responsible for sending welcome letters to new members and providing that information to the Welcoming Committee for follow-up
- Shall forward written acknowledgements to speakers and presenters regarding their scheduled events and follow-up with a written thank-you
- Shall assist the Nominating Committee Chairperson with the meeting list of open positions
- Is an Executive Committee member and a member on other committees benefitting by their skill set

Vice President

The Vice President shall help guide an active program aimed to improve business-civic conditions in preparation for the presidency and perform the following duties:

- Preside over the board meetings in the absence of the President
- Upon expiration of their term of office the Vice President shall deliver to the Chamber any and all Chamber property
- Responsible for working with the Executive Director and the Membership Committee to build membership throughout the year
- Responsible for co-chairing the Event Committee and coordinating the important events that keep the membership informed and involved
- Is on the Executive Committee

Secretary/Treasurer

The Secretary/Treasurer ensures that the current records are maintained and shall maintain an accurate account record of the proceedings of the NCC and shall perform the following duties:

- Shall be responsible for oversight for the records of cash, investments, accounts receivable and other assets of the Chamber
- Responsible for gathering event fees at all events
- Upon expiration of their term of office, the Secretary/Treasurer shall deliver to the Chamber any and all Chamber property
- Is a signor on the Chamber bank account in addition to the Executive Director
- Responsible for preparing minutes for all meetings
- Monthly meeting minutes shall be forwarded to the Executive Director for mass distribution as soon as possible and not less than two days prior to the next meeting

Executive Director

The Executive Director, upon policy and Board of Directors direction, plans, organizes, coordinates and directs the NCC and shall perform the following duties:

- The Executive Director shall work with the President and serve on all Committees to facilitate the marketing and administrative duties of the Chamber
- Shall serve as advisor to the President and sit on the Executive Committee but carry no vote as the Executive Director is considered staff and a paid position
- The Executive Director is responsible for the preparation of the annual budget for the committees and the annual operating budget for presentation to the Board of Directors for approval
- Shall collect funds, provide receipts for events and ensure deposit into the Chamber account
- Provides a Profit and Loss accounting of all events to the Board of Directors
- Shall be responsible for the generation of invoices and statements to members and payments to vendors as required
- Responsible for preparing reports for the presentation of the financial condition of the Chamber at each Board meeting
- Responsible for oversight for the records of cash, investments, accounts receivable and other assets of the Chamber
- Responsible for gathering event fees at all events
- Responsible for preparing and distributing notices, agendas and minutes for all meetings, events and elections in accordance with the Bylaws
- Responsible for distribution of Meeting Minutes
- Responsible for providing content for the Chamber website and the coordination of its design and maintenance
- Shall maintain the Chamber office and is responsible for telephone and email correspondence with office hours open to the membership or prospective members daily or as voted on by the Board of Directors
- Upon terminating their employment with the Chamber, the Executive Director shall deliver to the Chamber any and all Chamber property
- Shall be responsible for reporting to Board of Directors at scheduled meetings

COMMITTEES

WELCOMING COMMITTEE – *Advance*

- The Welcoming Committee ***advances*** new members and is available to answer questions and report to the board about their concerns or conversations of importance from new members
- The chairperson shall coordinate and recruit members to serve on the committee with them
- Responsible for providing new members welcome calls and/or other benefits prescribed by the Board of Directors in a timely manner not to exceed seven days
- Upon expiration of their term of office the Chairman shall deliver to the Chamber any and all Chamber property
- The Chairperson shall report to the Board of Directors at scheduled meetings

EVENT COMMITTEE – *Create*

- The Event Committee **creates** a favorable “business and living” environment for the membership
- The Chairperson shall coordinate and recruit members to serve on the committee with them
- The Chairperson shall co-chair the Event Committee with the Vice President
- Upon expiration of their term of office the Chairman shall deliver to the Chamber any and all Chamber property
- Shall assist the Executive Director in the preparation of marketing materials to advertise events
- The Chairperson shall report to the Board of Directors at scheduled meetings

MEMBERSHIP COMMITTEE – *Cultivate*

- The Membership Committee **cultivates** the benefits of membership in the Newton Chamber of Commerce
- The Chairperson shall coordinate and recruit members to serve on the committee with them
- Responsible for designing an annual Membership Drive and coordinating with the Event Committee the implementation and success of that initiative
- Conduct visits and/or oversee regular visits of prospective members in the business community
- Responsible for maintaining a Prospect List and reporting new member prospects
- Upon expiration of their term of office the Chairman shall deliver to the Chamber any and all Chamber property
- The Chairperson shall report to the Board of Directors at scheduled meeting

ADVOCACY COMMITTEE – *Promote*

- The Advocacy Committee **promotes** every member as an ambassador for the Chamber
- The Chairperson shall coordinate and recruit members to serve on the committee with them
- Focus on issues of local importance that affect the ability of our member businesses to thrive in our community
- Serve as a liaison between the members, business community and government by attending meetings and reporting to the board and the Executive Director so information can be disseminated to the membership
- Maintain an open dialogue with the community’s elected representatives
- Upon expiration of their term of office the Chairman shall deliver to the Chamber any and all Chamber property
- The Chairperson shall report to the Board of Directors at scheduled meetings

PUBLIC RELATIONS COMMITTEE – *Identify*

- The Public Relations Committee shall **identify** opportunities for publicity in the business community
- The Chairperson shall coordinate and recruit members to serve on the committee with them
- Prepare press releases for important events affecting the Chamber or its member businesses
- Responsible for the development of programs to promote the benefits of joining the Chamber
- Upon expiration of their term of office the Chairman shall deliver to the Chamber any and all Chamber property

- Conducts an ongoing awareness campaign in cooperation with the Event and Membership Committees
- The Chairperson shall report to the Board of Directors at scheduled meetings

NOMINATING COMMITTEE – *Presents*

- The Nominating Committee **presents** a full slate of candidates prior to the annual election
- The Chairperson shall advertise open positions and upcoming open positions to the Board of Directors along with a list of possible candidates they have contacted
- The Chairperson shall coordinate and recruit members to serve on the committee with them
- Responsible for helping committee chairs in identifying potential committee members
- Upon expiration of their term of office the Chairman shall deliver to the Chamber any and all Chamber property
- Present candidates when any open position becomes available, including committees
- Chairperson shall report to the Board of Directors at scheduled meetings

Membership

Investment – Dues investments are scheduled based on the size and category applicable to each member business or individual. Annual investment statements are to be issued to each member in the month that their initial investment was paid. Any non-payment of said investment by the 10th of the following month shall make the member eligible for expulsion from membership.

Board Member Investment – Board Members must be members of the Chamber of Commerce. Dues are payable by the 10th of September or the Board Member may be subject to dismissal and replacement.

Orientation – All outgoing officers and committee chairpersons are obligated to orientate any incoming replacements on the duties and obligations of their positions. General information relevant to all Chamber positions will be listed in their appropriate locations elsewhere in this manual.

Meetings

Agenda – Meeting agendas are to be set by the Chamber President or in their absence, the Vice President with the assistance of the Executive Director. The agenda shall include, but is not limited to, a call to order and opening remarks by the President, review and approval of the previous meeting and the committee reports given by the Chairpersons. Minutes shall be taken reflecting the agenda whenever possible. The Executive Director shall distribute the agenda prior to the meeting and the minutes subsequent to all Board Members.

Meeting Minutes – Minutes shall be recorded in writing for all meetings of the board of directors, including summary notes for executive sessions. Minutes shall be recorded in a manner as to reflect the actions, motions, and statements of the Board, without recording superfluous discussion. Committees with authority shall keep meeting minutes and provide them to the board or staff within ten days of meeting.

Minutes shall be distributed to members of the Board of Directors within 30 days of the meeting. If any audio or video recording of the meeting was made, it shall be destroyed upon approval of the minutes.

If distribution is by electronic means or posted to a website, the file shall be in the format of a PDF to protect against unauthorized editing of a word processor document.

Attendance – It is expected of all Board Members to attend all meetings of the Board and a written attendance record is to be taken and submitted as part of the meeting minutes. Failure to attend three (3) unexcused meetings subjects a Board Member to possible dismissal and replacement. It is the duty of the President to oversee the Board for failure to perform one's duties, including attendance, but can also be brought to question by any other member in good standing.

Excused Absences: The following are what the Chamber deems to be excused absence:

1. Attended another Newton Chamber of Commerce event
2. Suffered a loss or are dealing with family or personal illness
3. Substantial health issues
4. Religious observance or Newton Chamber sanctioned holidays

Executive Session of the Board

An executive session is defined as when the board asks non-board members to leave and goes into a closed door session. To avoid general discussion without staff or counsel present, the Board will identify the topic(s) prior to going into executive session. Some reference will be made to the topic either before entering executive session or in a report following the session; so that it is clear the board only talked germane topics. Guests must understand that the board has authority to go into executive session when it is in the best interests of the organization and may be asked to leave.

Office Hours and Observed Holidays

The Newton Chamber of Commerce has office hours of 9:00 am through 5:00 pm. In the event that the Executive Director is to be out of the office for any given reason during this time period, contact information will be left on the door.

The Newton Chamber of Commerce observes the same holidays as the City of Newton, including:

- New Years Eve/New Years Day
- Martin Luther King Day
- President's Day
- Good Friday
- Confederate Memorial Day
- Memorial Day
- Independence Day
- Labor Day
- Columbus Day
- Veteran's Day
- Thanksgiving/Black Friday
- Christmas Eve/Christmas Day

Email Voting Policy

In the event that a quorum is not present at a scheduled Board Meeting, or that an emergency meeting is called, the minutes of said Board Meeting will be prepared and sent out via email as soon as possible. Board Members will be asked to respond via email to the motions set forth in said minutes. Half plus one will constitute a quorum of email votes, the same as in a regularly scheduled meeting.

Travel and Reimbursement Policy

The Newton Chamber of Commerce shall reimburse all approved travel expenses that relate directly to the operation and improvement of the organization. Reimbursement for meals, supplies, etc. will be paid dollar for dollar whereas reimbursement for travel will be paid at the current mileage rate set forth by the IRS.

Executive Director Evaluation Policy

A periodic performance evaluation (not more than annually, without cause) of the Executive Director shall be a responsibility of the President of the Board and a designated subgroup, including: the President-Elect, Secretary/Treasurer, one randomly selected Board Member and one Board Member of the Executive Director's choice. The performance evaluation tool should reflect the unique aspects of managing a not-for-profit organization and the advancement of the organization's mission and strategic plan.

While the entire board may be asked to offer input, the entire board will not make up the performance evaluation committee or task force. The Board's President may conduct the performance evaluation independently so long as a final report is provided to the Executive Committee and/or Board of Directors and the Executive Director. All discussions, documents and outcomes shall remain confidential.

Executive Director Compensation

The Executive Director shall be compensated fairly based on experience, job description and comparability data demonstrating fair market value. A subcommittee of the board will review the compensation and comparability data and maintain confidentiality of salaries.

Antitrust Avoidance

Because of State and Federal Antitrust laws, certain topics are not appropriate for discussion at any board, committee or function of the organization. Many of our members are competitors and any action or agreement which may eliminate, restrict, or impact competition in the marketplace could be a violation of antitrust laws. The penalties are severe for individuals and organizations.

Thus there shall be no discussion of any items that may appear to be anti competitive, including competitive practices, current or future prices, fees or charges, discount offerings, terms of service, profitability, credit terms, or refusal to deal with other industry members or partners. The board supports free enterprise and competition and strictly adheres to antitrust avoidance guidelines.

Savings Reserve

The Newton Chamber of Commerce shall maintain a reserve sufficient to ensure that operations can continue for at least three months should unexpected expenses arise or catastrophe occurs. The formula shall be an amount equal to three months of the annual operating budgeted income. The three-month savings may not be spent down without approval of 75 percent of the board. In any motion where reserves are expended, there shall be a plan to replace the expended funds within 36 months.

Insurance Coverage

Because the Board has a fiduciary duty to protect the organization and to minimize risks, at all times there shall be insurance coverage as follows:

- General Liability Insurance
- Directors and Officers Liability (D & O)
- Fiduciary Bond/Fidelity Bond

Record Retention

The Newton Chamber of Commerce shall adopt a record retention/document destruction schedule based upon the recommendation of a CPA or attorney and customized to reflect the needs, activities and documents of the organization. Staff shall have the authority to organize files and remove outdated documents. The policy shall apply to digital documents as well as hard copies. No documents shall be destroyed that reflect the history of the organization.

Board Confidentiality

Documents provided to the Board are provided for the purpose of governance. They are to be considered confidential. In most cases the only public records in the organization are the IRS Letter of Determination, IRS Application for Exempt Status, and IRS Information Return (Form 990).

Board Members must respect that records, discussion and decisions are confidential and should be treated as such. A Board Member that breaches the confidential nature of contracts, member discussions and contract issues shall submit his or her resignation to the President of the Board.

Logo Usage

Use of the Newton Chamber of Commerce (NCC) logo is a benefit of membership. Members are encouraged to promote membership in the organization and what it stands for by using the *prescribed* logo on forms, business cards, stationery and in advertisements.

The logo, and any marks associated with the NCC are the property of NCC and are protected by State and Federal Laws. Use of the logo is contingent upon agreeing to the following licensing provisions:

- The logo is the property of NCC
- Members in good standing may use the logo on stationery and in advertising to indicate membership
- Members may not use the logo to state or imply that the NCC has endorsed their company or their company's products or services
- The logo of NCC may not be used by a member without the word "Member" incorporated into the design
- Members agree not to place the logo on their products
- Members will indemnify and hold NCC harmless for any damages, including attorney's fees, incurred by the member as a result of use of the logo
- Members agree to cease using the logo upon request of the Board of Directors or staff
- Members agree to pay NCC for all costs and attorney's fees incurred by the organization in any action against a member to enforce the terms of the license agreement

Whistleblower Policy

The Board of Directors remains open to receiving information that may bring awareness to an issue or problem occurring amongst leadership, chapters and/or staff. In that light, no person shall take any action of retaliation against any person, including interference with employment, for providing accurate information to the Board or to legal authorities relating to a problem or concern in the organization. If whistleblower information is reported to the Board, a committee will be convened, with legal counsel, to evaluate the issue and make a recommendation to the Board of Directors.

Guests Attending Board Meetings

Guests are not invited to convened meetings of the board without approval of the President or Executive Director in advance. If a guest, including members in good standing, attends board meetings, they will be advised that they may not speak. They will be recognized or called upon at the appropriate time on the agenda. If the board decides to go into executive session, guests will be asked to leave.

Public Records

The Board of Directors follows all laws regarding access to public records. To that end, Newton Chamber of Commerce ensures access to IRS related public records to anybody who requests. Other records are not considered public. Members in good standing may request documents and the board will consider each request and the nature with how they will be shared while maintaining the integrity of the Newton Chamber of Commerce.

Authority of Committees

Committees serve at the will of the Board. No committee has the authority to expend fund, contract or speak for the Newton Chamber of Commerce without specific approval from the President or Executive Director.

Strategic Planning

The Board of Directors will govern strategically, with a focus on advancing the mission and long-term thinking to benefit the membership. Discussions at the board table will be framed by a strategic plan adopted or amended every three to five years. Board members are responsible for understanding and updating the plan.

Posting of Manual

This manual of Policy and Procedures shall be displayed on the website for public, member business, volunteer, staff and Board view.

WHEREFORE, the Policies and Procedures of the Newton Chamber of Commerce are approved by the Affirmative vote of the members of the Board in attendance at the public meeting July, 2012. These Policies and Procedures are to become effective immediately and their formal adoption and implementation shall be considered revocation of any prior Policies and Procedures and amendments thereto.

APPROVED BY BOARD VOTE:

David Burt, President

ATTEST:

Amanda Reece, Executive Director