



# **FORKS CHAMBER OF COMMERCE**

## **BOARD POLICY MANUAL**

**ADOPTED**

**November 15, 2012**

- Purpose:** Written set of guidelines as established by the Chamber Board of Directors
- Authority to Amend:** The Board of Directors of the Forks Chamber of Commerce has the right to amend these policies through a majority vote of the Board.

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## **THE ORGANIZATION**

The Forks Chamber of Commerce, Inc. is a not-for-profit, voluntary organization of business and professional men and women joined together for the purpose of promoting the civic and economic progress of our community.

The Chamber's Mission is to-

- Promote businesses and community with a positive business climate and encourage economic development.
- Develop programs that help businesses prosper and grow.
- Act as a referral source to prospective citizens/businesses on data pertinent to Clallam County and Jefferson County.
- Promote and develop tourism for the West End of Clallam County, Jefferson County, Forks and the surrounding area.
- Contribute effectively to a positive entrepreneurial climate and management of a changing market.
- Promote the educational, historic and cultural resources of Forks and the surrounding area.
- Provide services at a reasonable cost to membership through a process of generating net income.

Our mission can be realized through ongoing partnership with our members, Board of Directors, local/state government, Tribes, volunteers and the public we serve.

## **HOW THE CHAMBER OPERATES**

### **BOARD OF DIRECTORS:**

The Board of Directors is the policy-making body of the chamber. Its members represent the business, professional, educational, tribal and governmental leadership of the community. The eleven-member Board consists of four elected Officers, four elected Directors at Large, the Immediate Past President and a representative each for the Mayor of the City of Forks and the Quileute Tribal Chair. Elected directors are subject to the term limits as defined in the Forks Chamber of Commerce By-Laws. All Board members have voting authority. The Board President presides over meetings of the Board.

## **BOARD RESPONSIBILITIES:**

The Board of Directors has the responsibility to:

1. Determine and periodically re-evaluate the Chamber's mission, by-laws and policies.
2. Ensure that effective and strategic plans are created for implementing the mission of the Chamber.
3. Adopt an annual budget to support the strategic plan. Closely monitor the fiscal health of the Chamber.
4. Establish fundraising goals and take a leadership role in achieving them.
5. Enhance the Chamber's public standing and advocate for its issues in the community and at all levels of government.
6. Monitor, ensure and take responsibility for the legal, ethical and fiscal integrity of the Chamber.
7. Recruit, elect and orient an effective, diverse Board.
8. Speak with one voice, as a corporate body. No individual member may speak for the Board of Directors.
9. Select, support, guide and, if necessary, dismiss the Executive Director and Visitor Center Manager.
10. Carry out a thorough annual evaluation process of the job performance of the Executive Director and Visitor Center Manager. The purposes of this process are to:
  - a. Encourage two-way communication throughout the year in order to achieve the fullest possible understanding of all expectations, and thereby improve job performance.
  - b. Enable the board of directors to evaluate the Executive Director, Visitor Center Manager and all aspects of the Chamber of Commerce for which they are responsible, including but not limited to program efficiency, effectiveness and quality, fiscal management, supervision and team leadership, fund raising, marketing, community relations, risk management and building management .
  - c. Provide the Board with a clear picture of the Chamber's status so as to chart our future more effectively.
  - d. Enable the Board to support its Executive Director and Visitor Center Manager.
  - e. Hold the Executive Director and Visitor Center Manager accountable up to and including dismissal in the event that either is unable to perform the duties of their respective positions to an acceptable level.

## **BOARD EXPECTATIONS:**

Each Board member is expected to:

1. Support and advocate for the mission of the Chamber.
2. Be informed of the Chamber By-Laws, Policies and budget.
3. Participate in the Board's Annual Work Retreat to assess the prior year's activities and develop strategic short and long term goals.
4. Prepare for, attend and actively participate in Board meetings as outlined in the Chamber By-Laws.
5. Serve on at least one committee.
6. Assist with Chamber fundraising efforts.
7. Keep informed of the status of services to the membership and the economic issues surrounding them.
8. Participate in the nominating process and assist with the recruiting and mentoring of new Board members .

## **NEW BOARD MEMBER ORIENTATION:**

Within 30 days of a new Board member taking office, the President or designee will provide an orientation which includes:

- Chamber's Articles of Incorporation and By-Laws.
- Board Policy Manual.
- Copy of signed Conflict of Interest Statement.
- Minutes of all Board meetings during the previous 12 months, including monthly financial statements and the annual budget.
- List of all members of the Board, their positions, and contact information.

## **BOARD MEMBER ETHICS/CONFLICT OF INTEREST:**

Board members must exercise their duties solely in the interest of the Forks Chamber of Commerce and its membership.

- A. Board members are required to acknowledge and sign the Chamber's Ethics/Conflict of Interest Policy upon installation (Attachments A & B) and annually thereafter, and are held accountable to immediately report to the Board president any actual or perceived conflict of interest throughout the year.
- B. No Board member shall use his or her position to further the manufacture, distribution, promotion, or sale of any materials, products or services in which he or she has either direct or indirect financial interest.
- C. No board member may serve in a staff position.
- D. No board member shall use the name of the Chamber to promote the goals of or solicit funds for any other profit or non-profit organization without the approval of the Board of Directors.
- E. Board members shall ensure that fundraising is lawful, ethical and confidential.
- F. Board members shall strive to foster diversity on all committees and at all events, and shall treat people with dignity and respect.
- G. Board members shall value the privacy and interests of all those affected by their actions.
- H. Board members shall adhere to the principle that all donor and prospect information is the property of the Chamber and shall not be transferred or removed.
- I. No list of donors' personal contact information shall be loaned, given or sold to any individual or organization for any purposes without approval of a majority of the Board. No donor's name or amount given shall be made public without the express written authorization of the donor.
- J. Board members shall not disclose privileged information to unauthorized parties and shall agree to keep constituent information confidential.

## **EXECUTIVE COMMITTEE:**

The Executive Committee consists of five officers of the Board, the President, Vice President, Secretary, Treasurer and Past President. It exercises the power of the Board between Board meetings.

### **ADDITIONAL COMMITTEES:**

With the exception of the Executive Committee, the President has the authority to establish or discontinue various committees according to the strategic goals of the Board, and appoint committee members.

### **APPARENT AUTHORITY:**

Officers and Directors of the Board have authority granted to them to conduct the business and affairs of the Chamber according to the By-Laws.

The Chamber's Executive Director and Visitor Center Manager handle the day-to-day operations of the business. They have the power to bind the corporation through transactions that arise in the usual and ordinary business of the organization, subject to the Board approved Chamber budget, but not in extraordinary transactions (e.g. sale of corporate assets, mergers, dissolutions, etc.).

### **AFFILIATION WITH OTHER ORGANIZATIONS:**

The Forks Chamber of Commerce shall maintain membership in the Olympic Peninsula Tourism Commission and the West End Business & Professional Association.

### **MEETING AGENDAS AND MINUTES:**

An appropriate agenda for meetings will be established by the Executive Director in consultation with the Board President. Minutes are required of all official meetings of the Chamber Board of Directors and Executive Committee and shall include the following:

- name of the organization
- date and time of meeting
- board members in attendance, excused, and absent
- existence of a quorum
- motions made and by whom
- brief account of any debate
- voting results
- names of abstainers and dissenters
- reports and documents introduced
- time meeting ends
- signature of Secretary

Minutes shall be distributed to all board or committee members prior to the next meeting.

**COMMUNICATION POLICY:**

It is the policy of the Forks Chamber of Commerce that any communications on behalf of the Chamber shall be made officially through its Executive Director, Visitor Center Manager or the Board President. No statements shall be made, either verbal or written, that conflict with the position of the Chamber. Leadership should understand that by virtue of their position, any statements may be perceived as official and made on behalf of the Chamber.

To control official communications, stationary and business cards shall be for the use of the staff only. Exception to this would be a letter written by the President or Executive Director under direction of the Board. A copy of the approved letter shall be provided to staff within 24 hours of dissemination for permanent file retention. Staff will prepare letters on behalf of the Chamber with a copy remaining in the office.

**LOGO USAGE:**

The Chamber's logo is developed and utilized for the promotion and marketing of the organization. No Board member or Chamber member shall utilize the logo on any printed publication or broadcast media without direction from the Board of Directors or written authorization given by the President. Elements of color and font are to be strictly adhered to if permission is granted.

**CHAMBER PUBLICATIONS:**

The Chamber has a variety of printed materials available at no or nominal cost, including but not limited to City and specialty maps, Five-Day Planners, Restaurant & Lodging Guide and various brochures.

**RECOMMENDATIONS:**

When someone inquires about a product or service, the names of all Chamber members that are concerned with that particular product/service will be given. Names of non-members will not be given, except when a product or service is not provided by any Chamber member.

**PARTICIPATION IN OUTSIDE FUNDRAISING CAMPAIGNS/SOLICITATIONS:**

It is the Chamber's policy to neither participate in fundraising campaigns nor officially endorse any particular drive among the many local worthy causes. The Chamber does not purchase program advertising or tickets for social events.



## **ENDORSEMENTS:**

The Board of Directors will review and take action by majority vote on individual endorsements of political initiatives which impact the economic well-being of its membership.

## **WHISTLE-BLOWER PROTECTION POLICY:**

In compliance with the public Accounting Reform and Investor Protection Act of 2002 (Sarbanes-Oxley), any board member or staff who reports suspected waste, fraud and/or abuse will not be dismissed or subjected to any form of retaliation for making such a report, even if it is determined that no fraud, waste or abuse occurred. Definitions and Procedures shall be used in accordance with the Forks Chamber of Commerce Personnel Policies, Chapter 9.3.

## **DOCUMENT RETENTION & DESTRUCTION:**

This policy identifies the record retention responsibilities of staff, volunteers and members of the Board of Directors for maintaining and documenting the storage and destruction of the Chamber's documents and records. It was prepared after reviewing sample documents presented by the National Council of Nonprofits.

The Chamber staff, volunteers, members of the Board and committee members are required to honor the following rules:

1. Paper or electronic documents indicated in **Table 1** will be transferred to a designated space in the Visitor Center Office and maintained by the Forks Chamber of Commerce.
2. All other paper documents will be destroyed after three years. The Executive director and Visitor Center Manager shall have responsibility for document destruction, which will occur annually no later than April. The Secretary will be briefed of documents scheduled for destruction and approve their destruction.
3. All other electronic documents will be deleted from all computers, data bases, networks and back-up storage after one year. A single exception shall be made for the Chamber's Information Management System used for invoicing, which will be retained for seven years. As with paper documents, the Executive director and Visitor Center Manager shall have responsibility for document destruction, which will occur annually no later than April. The Secretary will be briefed of documents scheduled for destruction and approve their destruction.
4. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation, proceeding or private investigation.
5. No paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards.

**TABLE 1.**

TYPE OF DOCUMENT	MINIMUM REQUIREMENT
Accounts payable ledgers & schedules	7 years
Audit reports	Permanently
Bank reconciliations	2 years
Bank statements	3 years
Checks (for important payments & purchases)	Permanently
Contracts, notes & leases – Expired	7 years
Contracts – Still in effect	Contract period
Correspondence – General	2 years
Correspondence – Legal & important matters	Permanently
Correspondence with customers & vendors	2 years
Deeds, mortgages & bills of sale	Permanently
Depreciation schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense analysis & distribution schedules	7 years
Year-end financial statements	Permanently
Insurance records, accident reports, claims, policies, etc. - Active & expired	Permanently
Internal audit reports	3 years
Inventory records for products, materials & supplies	3 years
Invoices to customers, from vendors	7 years
Minute books, by-laws and charter	Permanently
Patents & related papers	Permanently
Payroll records & summaries	7 years
Personnel files- terminated employees	7 years
Retirement & pension records	Permanently
Tax returns & worksheets	Permanently
Timesheets	7 years
Trademark registrations & copyrights	Permanently
Withholding tax statements	7 years

Source: <http://www.councilofnonprofits.org/document-retention-policies>

## HOW THE CHAMBER IS FINANCED

The Forks Chamber of Commerce depends on multiple sources to fund its operations, including, but not limited to:

- Membership Dues
- City of Forks Annual Allocation of 2% Lodging Tax Funds
- Tourism Sales (Visitor Center & web-based)
- West Jefferson County
- Fundraising & Donations
- Web Advertising
- Lodging Board Advertising
- Savings Interest

### **BUDGET CONTROL:**

An annual budget is prepared by the Executive Director in collaboration with the Chamber President and approved by the Board.

### **HANDLING OF FINANCES:**

The Forks Chamber of Commerce seeks to maintain its obligation to its membership as a whole to manage its funds properly.

Employees should record all funds received by the Chamber, whether cash, credit or electronic funds transfer. With direction of the President, all funds shall be deposited in the appropriate Chamber account.

The Forks Chamber of Commerce seeks to maintain its credit standing at the very highest level at all times. This is accomplished by the prompt payment of its bills.

The Executive Director and Visitor Center Manager have the responsibility to prepare checks for payment, however all checks shall require two signatures, including the Chamber Treasurer. Expenditure of funds for goods and services is authorized provided that the expense falls within the Board-approved budget or has been approved by the Board in a separate action.

### **RESERVE ACCOUNT:**

Following the monthly review of financial statements, the Treasurer may recommend the transfer of funds from checking to savings accounts. The transfer will occur following Board approval. A savings account through a local Chamber financial institution will be utilized for Chamber funds that can allow for monies to be transferred to its checking account.

Accumulated interest shall remain in this account. The Board of Directors will determine how these reserve funds will be utilized. Withdrawal or transference of funds from this account will require Board action. In order to earn the best possible interest for the Chamber finances, the Treasurer may also make recommendations for the purchase of Certificates of Deposits, which shall require the approval of the Board.

### **CREDIT CARD USAGE:**

A Chamber credit card is authorized in the name of the Chamber for the amount not to exceed \$500.00. This credit card will be issued through a local Chamber financial institution. The Executive Director and Visitor Center Manager will have authorization of this credit card. No charges shall be allowed that are not official Chamber-related expenses. Receipts for charges are required to be attached to the monthly statement with explanation of the charges on each receipt.

### **REIMBURSEMENT OF FUNDS:**

Board members shall follow the procedures for reimbursement according to the Chamber's Personnel Policies.

### **MEMBERSHIP DUES STRUCTURE REVIEW:**

Each year the dues structure of the Chamber shall be reviewed by the Board or its Executive Committee. Recommendations in respect to industry standards regarding increasing or decreasing dues in any or all categories of membership, adding or deleting categories, redefining qualifications or establishing terms for payment shall be approved by the Board.

### **MEMBERSHIP DUES:**

The Forks Chamber of Commerce shall mail invoices for membership dues 30 days prior to the due date. This is typically accomplished just after the first of each calendar year in early January. If members do not renew, "First Reminder" notices shall be mailed no later than February 15<sup>th</sup>. If after 60 days a member has not renewed, the Chamber will mail a follow-up invoice, referred to as "Second Notice". A "Last Notice" invoice will be mailed on May 1<sup>st</sup> to any member who still has not remitted payment of dues, along with a letter which details our

membership benefits. The renewal period expires at the end of May. At this time, the Chamber Executive Director or Visitor Center Manager will personally reach out to those members who have not renewed in an effort to understand how the Chamber can meet the member's needs. Failing this, information regarding non-renewing members shall be promptly removed from the Chamber's Membership List and web-based Business Directory, and transferred to the Chamber's information management system archives.

The cost of Membership Investments and payment schedules will be established by the board of Directors. Members with more than one business will pay 100 percent of the membership cost for their first business and 50 percent for each additional business, provided that each business is registered in Washington State with a UBI number.

#### **PURCHASES FROM MEMBERS/BIDS:**

The businesses that are members of Forks Chamber of Commerce provide most products and services needed. Their investment to the budget of the Chamber helps to furnish its livelihood. For that reason, the Chamber has an obligation to purchase, whenever feasible, items or services they provide and which the Chamber needs.

The Chamber also has an obligation to its membership as a whole to manage its funds prudently. Invoices for products or services provided by non-Chamber firms will have a statement prepared by the Chamber employee authorized the expense to explain why the purchase was not made from a Chamber member. Price, service and availability will be considered in the selection of vendors.

Any expenditure in excess of \$5,000 will require a minimum of three bids and Board approval.

## ATTACHMENT A: CONFLICT OF INTEREST POLICY



Forks Chamber of Commerce

### **Conflict of Interest Policy**

Employees and volunteers should be aware that conflicts of interest can arise through various relationships including, but not limited to, family relationships, economic relationships and personal or intimate relationships.

No volunteer or employee of Forks Chamber of Commerce shall operate or act in any manner that is contrary to the best interests of Forks Chamber of Commerce.

Conflict of Interest is created when:

- a. A director, officer, employee or volunteer, including a board member, is a party to a contract, or involved in a transaction with Forks Chamber of Commerce for goods or services.
- b. A director, officer, employee or volunteer, has a material financial interest in a transaction between Forks Chamber of Commerce and an entity in which the director, officer, employee or volunteer, or a family member has an interest or relationship.
- c. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with Forks Chamber of Commerce.

A conflict of interest arises when a board member or staff member has a personal interest that conflicts with the interests of Forks Chamber of Commerce or arises in situations where a board/staff member has divided loyalties (also known as a "duality of interest").

A conflict arising out of a personal interest can occur in situations that result in inappropriate financial gain to persons in authority at Forks Chamber of Commerce and can lead to financial penalties and violations of IRS regulations. Situations or transactions arising out of a conflict of interest also

can result in either inappropriate financial gain or the appearance of a lack of integrity in Forks Chamber of Commerce decision-making process.

Other situations may create the *appearance of a conflict*, or present a *duality of interests*, with a person who has influence over the activities or finances of Forks Chamber of Commerce.

Typically persons who are affected by a conflict of interest policy are Forks Chamber of Commerce's board members, officers, and senior staff. In some cases a major donor could also be in a conflict situation. Forks Chamber of Commerce takes a broad view of conflicts and board/staff are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.

A person who must consider whether he/she has a conflict includes any person serving as an officer, employee or member of the Board of Directors of Forks Chamber of Commerce or a major donor to Forks Chamber of Commerce or anyone else who is in a position of control over Forks Chamber of Commerce or who has a personal interest that is in conflict with the interests of Forks Chamber of Commerce.

It is the duty of all board members and staff to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations, conflicts or potential conflicts to (i) the employee's supervisor (ii) the executive director, (iii) the President of the Board or (iv) other designated person, as appropriate.

Board and staff have the duty to disclose conflicts as they arise as well as to disclose those situations that are evolving that may result in a conflict of interest. Advance disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict.

Staff should disclose to the Executive Director, and board members should disclose to the board President as soon as the person with the conflict is aware that a conflict, potential conflict or appearance of a conflict exists.

Employees should avoid situations in which they may be called upon to negotiate or do business with an organization in which the employee (or close relative of the employee or other person with whom the employee has a close personal relationship) has substantial ownership or other interest.

Because of the potential for a conflict of interest, all employees considering or having employment, performing services or consulting work outside Forks

Chamber of Commerce must have prior written approval from the Chamber President and may not accept fees for service when representing Forks Chamber of Commerce.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the President or the President's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

All such circumstances should be disclosed to the board, and a decision made as to what course of action the organization and/or individuals should take so that the best interests of Forks Chamber of Commerce are not compromised by the personal interests of stakeholders in the nonprofit.

The Forks Chamber of Commerce Board is responsible to take appropriate disciplinary or corrective action if any employee or board member fails to fully disclose an actual or possible conflict of interest.



ATTACHMENT B: BOARD CONFLICT DISCLOSURE STATEMENT

**Forks Chamber of Commerce**

**BOARD CONFLICT DISCLOSURE FORM**

I, \_\_\_\_\_ (name of board member) wish to disclose the following conflicts of interest:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Signature:* \_\_\_\_\_ *Date:* \_\_\_\_\_

I, \_\_\_\_\_ (name of board member) do not have any conflicts of interest to report.

*Signature:* \_\_\_\_\_