Association of Catholic Publishers

Membership Kit

**ACP Membership Kit**

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**Association of Catholic Publishers Bylaws**

# Amended December 1990, November 1992, November 1996, February 1999, July 2008 (changes are highlighted - approved November 2008)

**Article I**

**Name and Location**

The name of this organization shall be The Association of Catholic Publishers Inc.

The office and meetings of the Association shall be located in such localities as may be determined by the Board of Directors.

**Article II**

**Purpose**

The purpose and objectives of the Association shall be:

To facilitate the sharing of professional information, networking, cooperation, and friendship among those involved in Catholic publishing in all its forms in North America and internationally.

**Article III**

**Meetings**

There shall be a regular meeting of the Association three times a year between January and December, or as determined by the Board of Directors.

The Board of Directors shall designate one meeting as the Annual Meeting.

**Article IV**

**Membership**

## Voting Membership

Membership in the Association shall be open to any company active in Catholic publishing. Approval of membership shall be determined by the Board of Directors.

Each member company of the Association, based on its size, determined by ranges of gross sales as established by the Board of Directors, shall designate no more than 7 Voting Representatives determined by the type of membership who shall elect members of the Board of Directors and vote on amendments to the Bylaws.

## Non-voting Membership

The Board of Directors may from time to time designate additional non-voting categories of membership.

**Article V**

**Dues**

Annual dues as established by the Board of Directors, based on membership as defined in Article IV, shall be paid in January of every year, or upon joining.

Any member may resign by filing a written resignation with the Secretary but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges incurred and unpaid.

**Article VI**

**Board of Directors & Officers**

The Board shall consist of twelve elected Directors which include a minimum of 5 and a maximum of 7 heads-of-houses and an Executive Director. Each Director shall be elected to a term of three years, with one-third (1/3) of the Directors elected annually.

Any Voting Representative in good standing shall be eligible for nomination and election to the Board of this Association. A candidate for election (or re-election) to the Board of Directors must be employed by a publishing firm that is a voting member, and that does not have an employee on the Board whose term will extend beyond the annual election. Nominations should be made to the Secretary before the election, which will take place prior to the Annual Meeting.

The Officers of the Association, elected bi-annually by and from the members of the Board at the Board Meeting following the Annual Meeting, shall be a President, a Vice President, a Secretary and a Treasurer, who shall serve concurrently as members of the Board of Directors.

The President shall be a sitting board member who is a head-of-house.

The elected Officers shall take office upon election and shall serve for a term of two years.

The Executive Director, appointed by the Board, is a voting ex-officio member of the Board.

**Article VII**

**Duties of Officers**

The President shall set the agenda and chair all meetings of the Association and shall make any appointments of committees required for functioning of the Association.

The Vice President shall perform the duties of the President in the event of the President's absence.

The Secretary shall be responsible for mailings and notices to members and shall see to the proper recording of the membership and minutes of the proceedings of the meetings of the Association.

The Treasurer shall be in charge of the Association's funds and records, shall collect member dues and manage the expenses and shall submit a written report to the membership annually at the last meeting of every calendar year on the financial condition of the Association, and at other times when called upon by the Board of Directors.

At the expiration of their term of office, the Secretary and the Treasurer shall deliver to the new Secretary and Treasurer all records and funds of the Association.

**Article VIII**

**Amendments**

These Bylaws may be amended or repealed after prior written notification of all Voting Representatives by a two-thirds (2/3) majority of written ballots returned.

**ACP Programs and Services**

The following are programs and services sponsored by members of the ACP. More detailed information is available online at [www.catholicpublishers.org](http://www.catholicpublishers.org).

* **Mid-Atlantic Congress**: MAC is a three-day gathering in February or March, co-sponsored with the Archdiocese of Baltimore, designed to strengthen pastoral leaders from across the mid-Atlantic region and beyond in the church and in their ministry.
* **ACP Membership Meeting**: Staff of the ACP members gather for a 1-1/2 day meeting that includes keynote speakers and breakout sessions on topics that are important to every area of the publishing industry.
* **Member listing at the ACP website**: Each member page lists detailed information about the member, their staff, and products.
* **Four awards**
  + **Hall of Fame:** An individual is nominated to the ACP Hall of Fame because he or she has made a significant and notable contribute to the Catholic book publishing industry at any point in their career. Nominees may be current, past, or retired members of the publishing community. This honor may be given posthumously.
  + **Outstanding Service Award:** This award is bestowed upon a person, group, or association whose efforts, either over an extended period of time or in a specific matter, have been above and beyond the ordinary and have greatly benefitted the Catholic publishing industry and/or the Association of Catholic Publishers.
  + **Leading with Integrity Award:** The Leading with Integrity Award is intended to recognize ethical and value-based actions and behavior of an individual or company in the course of their professional duties or position as articulated in ACP’s statement of Values (available at https://www.catholicpublishers.org/acp-values). The award can be given to a member or non-member. The award may be given out as determined by the ACP Board of Directors.
  + **Excellence in Publishing Awards:** ACP gives out the *Excellence in Publishing Awards* to recognize the best in Catholic publishing. Only ACP members may submit entries**.**
* **Regular peer meetings**: Peer groups within the ACP meet on a regular basis to share common concerns and address common issues. Examples of active peer groups include the heads-of-house, chief financial officers, marketing directors, and editorial directors. Meetings are planned with the assistance of the executive director.
* **Position listings**: ACP members have the opportunity to list open positions at the ACP website.
* **Bookstore Mailing List**: The ACP maintains a mailing list of approximately 1,200 Catholic bookstores and other stores selling Catholic books. The one-time rental fee is $145.00 to members ($195.00 to non-members).
* **ACP Blog**: ACP members and their staff receive regular updates about the ACP, the publishing industry, and individual members the ACP Blog. All members are automatically subscribed to the blog.
* **Webinars**: ACP members may participate in periodic webinars that focus on topics for professional skills development and industry insight and expertise.

**ACP Membership Categories**

**VOTING MEMBERS**

**Foundation Member**

Dues: $3,000 to $5,000 per year

Foundation members may elect to contribute at a particular level or pay according to the following scale.

Gross sales of $5 million+: $5,000

Gross sales of $3-5 million: $4,000

Gross sales up to $3 million: $3,000

Votes: Two votes plus one vote for every $1,000 up to seven total votes.

*Benefits*

* Unlimited participation in any peer group meetings
* Unlimited participation in annual awards plus one free submission with every paid submission.
* Being a sponsor at the annual conference hosted by ACP
* Discounts on booths at Mid-Atlantic Congress
* Provide input for marketing, editorial, production, design, IT, heads-of-house, and accounting peer meetings
* Member-wide, negotiated discounts from associate members and select service companies
* Unlimited number of “positions available” listings on the ACP website job bank
* Free banner ad on the ACP website
* Links to major announcements or press releases distributed through ACP website and in ACP Blog
* Help in understanding licensing arrangements with the USCCB and their agencies

**Full Member**

Dues: $1,500 to $2,500 per year

Gross sales of $5 million+: $2,500

Gross sales of $3-5 million: $2,000

Gross sales of $1-3 million: $1,500

Gross sales of $500,000-$1 million: $1,000

Gross sales of less than $500,000: $500

Votes: One vote for every $500 paid with a limit of five total votes

*Benefits*

* Unlimited participation in any peer group meetings
* Unlimited participation in annual awards.
* Discount on booths at Mid-Atlantic Congress
* Provide input for marketing, editorial, production, design, IT, heads-of-house, and accounting peer meetings
* Member-wide, negotiated discounts from associate members and select service companies
* Links to major announcements or press releases distributed through ACP website and in ACP Blog
* Help in understanding licensing arrangements with the USCCB and their agencies

**NON-VOTING MEMBERS**

**Associate Member**

*Definition*

Those organizations that work with and support the Foundation and Full Members. They provide important services and need access in order to serve Foundation and Full Members well.

Must be actively engaged in vending their services to qualified publishers. Services provided by firms or individuals include art, design, recording, editing, distribution, or production services; composition; prepress; manufacturing; or other professional operations that relate to publishing.

*Dues*: Gross sales of $50 million or more—$5,000

Gross sales of $10-$49 million—$3,000

Gross sales of $1-$9 million—$1,500

Gross sales of less than $1 million—Contact the executive director

*Benefits*

* Links to major announcements or press releases distributed through ACP website and in ACP Blog
* Be eligible for discounted member rates for exhibit space at annual conference and advertising in program book.
* Be the ACP’s preferred provider for member presentations on industry issues.
* Be represented by one non-voting member on the Board of Directors.
* Access to ACP member mailing list two times each calendar year (free)
* Sponsor peer group meetings
* Online access to the full membership directory
* Listing in the online membership directory including a brief description of services or products
* Participation in organizational conversations about the publishing industry
* Access to members at annual conference

**Individual Member**

*Definition*

Is a non-corporate entity who wishes to attend ACP seminars and functions, has a past and/or present relationship with ACP members, and wishes to continue to dialogue about the future of Catholic publishing.

*Dues***:** $100 per year

*Benefits*

* Participate in all professional skills seminars (free)
* Participate in appropriate peer group meetings
* Listing in the membership directory including brief description of their services and products
* Online access to the full membership directory
* Receive regular eNewsletters

**Content Creator**

*Definition*

Are those who identify and develop the content that goes into any published work, i.e., book, song, image. Content creators would include authors, composers, bloggers, illustrators, artists, and designers among others.

***Dues***: $100 per year

***Benefits***

* Develop contacts within the Catholic publishing field and industry
* Create access to job and career opportunities within the Catholic publishing field and industry
* Be part of a pool that ACP publisher members can readily draw on to meet their content needs
* Participate in all professional skills seminars (free)
* Participate in appropriate peer group meetings
* Listing in the membership directory including brief description of their services and products
* Online access to the full membership directory
* Receive regular eNewsletters

**Student**

*Definition*

Are those actively and currently enrolled in a plan of study that may or may not end in a degree for a recognized institution of higher education, e.g., university, community college.

***Dues*:** $10 per year ([contact us](mailto:tbrown@catholicpublishers.org) if are a person of color and you require a scholarship to become a student member)

***Benefits***

* Access to potential publishers especially for graduate students
* Opportunities to demonstrate potential as content creators to Catholic publishers
* Create access to job and career opportunities within the Catholic publishing field and industry
* Learn about how to become a part of the field and industry
* Opportunities for professional and career mentoring
* Internship opportunities in the Catholic publishing field

Roles and Responsibilities for the Executive Director,

the Board, and the Officers of the ACP

December 15, 2008

Note: This paper is not intended to be a complete statement of duties, but simply to provide general guidelines for the new Executive Director as he takes on his role. The Board may choose to update or revisit this at any time. The full scope of the Executive Director’s responsibilities are reflected in the job description approved on April 11, 2008.

Overall, the Board and management of the CBPA should be clear as to their duties, so that the Board spends its time providing vision and accountability for the Association, while the Executive Director has the freedom to make operational decisions for the Association on a day-to-day basis.

***As such, the Board will:***

1. Set Strategic Direction for the Association:
   1. Develop and approve in consultation with the Executive Director overall strategic direction for the CBPA including mission, vision and long-term objectives and work with the Executive Director to establish a plan to achieve.
   2. Develop and approve realistic long-term and annual financial goals in consultation with the Executive Director and work with the Executive Director to establish a plan to achieve.
   3. Review and adjust as necessary, but no less than annually, Association strategic direction and financial goals in consultation with the Executive Director.
   4. Formally record all Board planning decisions in meeting minutes.
2. Provide accountability for Association management to achieve agreed upon goals:
   1. Approve annual operating plan and budget. Board President, Vice-President and Treasurer or a committee appointed by the Board will review plan and budget submitted by Executive Director in detail first and then present to Board with recommendation.
   2. Board President, Vice-President and Treasurer or a committee appointed by the Board will review quarterly the financial situation of the organization and provide updates to the Board.
   3. Approve compensation for Executive Director and other key employees.
   4. Review progress in achieving annual plan and financial objectives.
   5. A committee appointed by the Board, in consultation with the entire Board, will evaluate the performance of Executive Director in writing on an annual basis.
3. Oversee annual Board member elections, new member orientation and by-law reviews.
4. Establish and conclude ad hoc Board committees as needed.
5. Support the Executive Director and other Association staff in fund-raising and dues collection as needed.

***The Executive Director will:***

1. Develop annual operating plan and budget in consultation with and for approval by the Board in support of Association’s strategic direction (mission, vision, long-term objectives and financial goals as established by the Board).
2. Develop, implement and oversee Association programs, services and member benefits. Major new initiatives will be included in annual plan or require separate Board approval on a case-by-case basis.
3. Manage day-to-day affairs of the association:
   1. Implement Board approved annual operating plan and budget.
   2. Non-budgeted (unanticipated) spending decisions over $2500.00 require prior approval by Board President and Treasurer.
   3. Provide detailed quarterly financial updates to a committee established by the Board or the Board President, Vice-President and Treasurer.
   4. Provide summary quarterly financial updates to the entire Board.

1. Work with Board President to support Board meetings:
   1. Schedule Board meetings per instructions of Board or President.
   2. Work with President to draft agenda for Board meetings.
   3. Bring proposals to the Board for strategic opportunities including long-term funding strategies.
   4. Update Board on Association programs and operations.
2. Recognizing the importance of the Heads of Houses both on the Board and off to the success of the CBPA the Executive Director will seek to develop relationships with a variety of HOH’s and solicit input and support from them in a variety of Association matters.
3. Recognizing the need to broaden Association membership to include more periodical, music and catechetical publishers the Executive Director will seek to develop relationships with and seek input from these publishers regarding Association programs and services.

**Role of Executive Committee**

The ACP Executive Committee consists of the officers of the ACP Board of Directors and meets on an as-needed basis.

The ACP Executive Committee meets primarily for the following reasons.

1. To discuss questions or concerns that affect the organization financially in between regular board meetings and outside of the regular budgeting process.
   1. These financial decisions are generally of a “one-time-only” nature. If it is anticipated that there will be a continued financial commitment, the item must be steered into the overall annual budgeting process.
   2. The Executive Committee has authority to make unanticipated, but necessary financial decisions valued at between $2,001 and $5,000 without consultation with the Board.
   3. The Executive Director has authority to make unanticipated, but necessary financial decisions up to $2,000 without consultation with the Board or Executive Committee.
   4. Any items over $5,000 must be addressed in the regular annual budgeting process.
   5. In both “b” and “c”, funds must be available within the current year budget to cover the unexpected, but authorized expense.
2. To address questions or concerns that arise through the “fast track” process. As defined in the fast-track process, these items come first (and possibly only) to the Executive Committee.
3. To address items that do not require the full board’s attention but deserve discussion or consultation to determine next steps.
4. To decide what issues and discussions go to the board and which ones do not including the agenda for upcoming board meetings.

**Fast-Track Process**

Fast-track is an expedited process to make a decision outside of the normal calendar and working process of the ACP Board of Directors.

The purpose of fast tracking is to enable the ACP leadership to make quick decisions when needed in order to take advantage of opportunities that may present themselves or respond to an immediate situation.

Questions or issues that are candidates for the fast-track process should meet the following criteria.

* Meets an immediate or emerging need (especially one that has not been anticipated)
* Will significantly impact the financial status of the ACP or the Foundation
* Offers a significant advantage or improvement over a previously existing decision
* Is expected to result in an improved outcome

Fast-tracked questions will be relatively straightforward and uncomplicated.

Any work group, board member, or staff member can request can refer a question or issue for fast tracking. Requests to fast track must be clearly defined and include:

* Intended outcome
* Description
* Cost
* Return on investment (ROI)
* Measures of success or key performance indicators (KPI)

The ACP Executive Committee receives requests for fast tracking and decides if the request will move forward within 3-5 business days ideally.

Once a fast-tracked question or issue moves forward, the ACP Executive Committee ideally has 5 business days to make a decision on the final disposition of the fast-tracked request.

**How Work Groups Work**

Work groups are formed as short-term, ad hoc teams of ACP members, focused on addressing a specific issue or accomplishing a specific task.

Work groups usually consist of a combination of ACP board members and other ACP member publisher staff. The ACP executive director is generally a member of most work groups. Most work groups are between 4-6 people.

Work groups largely meet online or by phone for between 1-3 meetings, depending upon the group’s goal. Work groups occasionally use Basecamp or some other online software to help share files and information.

The ACP executive director manages the communication within the work group, the use of any online tools like Basecamp, and implementing or moving forward the decisions or work of the group. The ACP executive director consults the work group as needed when additional or unanticipated questions or situations arise that could impact the decision or action that the work group wants to take.

Once a work group’s issue is addressed or task is accomplished, the work group is disbanded.

**Advocacy Policy**

*The Board has finalized the following Advocacy Process. Anyone wishing to enlist the ACP to act as an advocate on an issue is asked to review this process and be guided by it. The Board has already found it useful in determining the appropriateness of acting on some concerns raised by membership. We hope the membership will find it useful in shaping and effectively articulating their concerns to the Board.*

1. A member publisher submits to the ACP office an advocacy issue which, in their estimation, requires decisive collective action.
2. The Executive Director shall assist the member publisher in drafting a descriptive case for action, enumerating the benefits to the members of a collective response.
3. The case for action is disseminated within 24 hours of being drafted to a standing committee of the association’s officers who evaluate the appropriateness of the issue.
   1. If the issue receives a three-quarters majority approval of the Officers, it goes on to the entire Board of Directors for a vote. The ballot must be prepared within a week of the issue being presented. A two-thirds majority approval of the entire Board of Directors is required for action to be taken in the name of the entire Association.
   2. If the issue does not receive a three-quarters majority vote of the Officers, the case for action is deemed non-actionable on the part of the Association.
   3. If the issue is of such a controversial nature, the Officers may choose to forego a vote of the Board of Directors and ask that the entire membership be polled to determine whether a clear mandate exists. A two-thirds affirmative vote of the entire membership shall constitute an actionable mandate.
4. Any official communication on an advocacy issue shall initiate from the President, the Executive Director, or anyone whom the Board has specifically designed.

*(As taken from the ACP newsletter of May 2000)*

**Antitrust Compliance Policy**

The Association of Catholic Publishers insists on strict compliance with all federal, state, and applicable international trade regulations and antitrust laws. Consequently:

Association membership, Board of Directors, and committee meetings should be conducted pursuant to agendas distributed in advance to attendees; discussions should be limited to agenda items, with no substantive discussion of Association matters other than at membership, Board of Directors, and committee meetings. Minutes should be distributed promptly.

All Association activities or discussions should be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices; (2) set uniform terms of sale; (3) regulate production; (4) allocate markets; (5) encourage boycotts; (6) foster unfair trade practices; (7) assist monopolization; or in any way violate federal, state, or applicable international trade regulations and antitrust laws.

Association members who participate in conduct which the Board of Directors determines to be contrary to the Association antitrust compliance policy shall be subject to disciplinary measures up to, and including, termination of membership.

**Topics of discussion which must be avoided at Association meetings or events:**

* Current or future prices or features that can impact (raise, lower or stabilize) prices such as discounts, costs, salaries, terms and conditions of sale, or profit margins. Note: Great care must be taken in discussing past prices.
* What constitutes a “fair” profit level.
* Results of industry surveys related to pricing, sales, salaries, or other similar information.
* Allocation of markets, customers, or territories.
* Refusal to deal with certain suppliers or customers.

If a discussion occurs at an Association meeting or event which might border on antitrust sensitivity, the discussion should be stopped and, if others continue the discussion you should leave the meeting. Any such instances should be reported to the executive director of the Association immediately.

*(Approved by CBPA Board of Directors May 26, 2009)*

**Policy on Press at Workshops, Meetings**

All educational programs, seminars or workshops sponsored by the Association of Catholic Publishers including Heads-of-Houses programs, and all general meetings of the members are open to the press with the understanding:

1. All reporters must register as working members of the press prior to the start of the program. This includes ACP members who intend to write for publications or to report in any medium about the proceedings.

2. At the start of the program, the chairperson will acknowledge by name all members of the press who are in attendance.

3. Everything that is said both by presenters and by those in attendance is considered to be “on the record.”

4. The reporter must get permission to quote the comments of a person in attendance who is not a program presenter.

Board meetings, committee and sub-committee meetings of the Association of Catholic Publishers are not open to the press.

*(Approved by the Board on February 15, 2001.)*

CONFLICT OF INTEREST POLICY

OF THE

ASSOCIATION OF CATHOLIC PUBLISHERS, INC.

As Adopted 3/22/2013

**ARTICLE I: PURPOSE**

The purpose of the conflict of interest policy of the ASSOCIATION OF CATHOLIC PUBLISHERS, INC. (the “ACP”) is to protect the ACP’s interest when it is contemplating entering into a transaction or arrangement that might benefit a private interest or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

**ARTICLE II: DEFINITIONS**

1. Interested Person. Any member of the Board of Directors, any employee of the ACP, or any member of a committee wherein such member has Board of Director delegated powers, who has direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
   1. An ownership or investment interest in any entity with which the ACP has a transaction or arrangement,
   2. A compensation arrangement with the ACP or with any entity or individual with which the ACP has a transaction or arrangement, or
   3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ACP is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

The right to reimbursement of out‑of‑pocket expenses incurred by interested persons in connection with the performance of duties or responsibilities related to the ACP’s activities shall not be considered a financial interest.

**ARTICLE III: PROCEDURES**

1. Duty to Disclose. In connection with any actual or possible conflict of interest, the interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors which must consider the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors’ meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board of Directors shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
   1. The interested person may make a presentation at the Board of Directors’ meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
   2. The President of the ACP shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
   3. After exercising due diligence, the Board of Directors shall determine whether the ACP can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
   4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the ACPs’ best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
   1. If the Board of Directors has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
   2. If, after hearing the interested person’s response and after making further investigation as warranted by the circumstances, the Board of Directors determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

**ARTICLE IV: RECORDS OF PROCEEDINGS**

The minutes of the Board of Directors shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors’ decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**ARTICLE V: COMPENSATION**

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the ACP for services is precluded from voting on matters pertaining to that members’ compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ACP for services is precluded from voting on matters pertaining to that member’s compensation.
3. Any voting member of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ACP, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE VI: ANNUAL STATEMENTS**

Each member of the Board of Directors, employee, and members of committees with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflict of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy,
4. Has received and reviewed a listing of the ACP’s significant transactions (*i.e.*, those greater than $5,000), and
5. Understands the ACP is tax-exempt and in order to maintain its federal tax exemption it must engage primarily in activities to accomplish one or more of its tax-exempt purposes.

In addition, each such person shall annually answer questions designed to disclose potential conflicts of interest.

**ARTICLE VII: PERIODIC REVIEWS**

To ensure the ACP operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the ACP’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE VIII: USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, the ACP may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ANNUAL CONFLICT OF INTEREST AFFIRMATION**

**AND DISCLOSURE OF POTENTIAL CONFLICTS OF INTERESTS**

**OF**

**ASSOCIATION OF CATHOLIC PUBLISHERS, INC.**

**As Adopted 3/22/2013**

Per the Conflict of Interest Policy adopted by the Board of Directors of the **ASSOCIATION OF CATHOLIC PUBLISHERS, INC. (the “ACP”),** each member of the Board of Directors, any employee of the ACP, or a member of a committee wherein such member has Board of Director delegated powers, shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy,
4. Has received and reviewed a listing of the ACP significant transactions (*i.e.*, those greater than $5,000),and
5. Understands the ACP is tax-exempt and in order to maintain its federal tax exemption it must engage primarily in activities to accomplish one or more of its tax-exempt purposes.

I hereby affirm the above.

Name (Printed): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Position(s): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

In addition, please check the appropriate box below:

To the best of my knowledge and belief, except as disclosed herewith, neither I nor any person with whom I have or had a personal or business relationship, is engaged in any transaction or activity or has any relationship that may represent a potential competing or conflicting interest as defined in the Conflict of Interest Policy.

\_\_\_ Without exception.

\_\_\_ Except as described below:

**ASSOCIATION OF CATHOLIC PUBLISHERS, INC.**

**Document Retention and Destruction Policy**

**As Adopted 3/22/2013**

**PURPOSE**

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention, and destruction of documents received or created by the Association of Catholic Publishers, Inc., (herein “ACP”) in connection with the transaction of organization business.

This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept, and how records should be destroyed (unless under a legal hold). The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate the ACP’s operations by promoting efficiency and freeing up valuable storage space.

**DOCUMENT RETENTION**

The ACP follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

Corporate Records

Annual Reports to Secretary of State/Attorney General Permanent

Articles of Incorporation (and amendments) Permanent

Board Meeting and Board Committee Minutes Permanent

Board Policies/Resolutions Permanent

Bylaws (and amendments and restatements) Permanent

Construction Documents Permanent

Fixed Asset Records Permanent

IRS Application for Tax-Exempt Status (Form 1023) Permanent

IRS Determination Letter Permanent

State Sales Tax Exemption Letter Permanent

Contracts (after expiration) 7 years

Correspondence (general/marketing/sales) 3 years

Press Releases/Public Filings Permanent

EIN Designation Permanent

Accounting and Corporate Tax Records

Annual Audits and Financial Statements Permanent

Depreciation Schedules Permanent

IRS Form 990 Tax Returns Permanent

General Ledgers Permanent

Business Expense Records 7 years

IRS Forms 1099 7 years

Journal Entries 7 years

Invoices 7 years

Bank Records

Check Registers 7 years

Bank Deposit Slips 7 years

Bank Statements and Reconciliation 7 years

Electronic Fund Transfer Documents 7 years

Payroll and Employment Tax Records

Payroll Registers Permanent

State Unemployment Tax Records Permanent

Earnings Records 7 years after separation

Garnishment Records 7 years after separation

Payroll Tax Returns 7 years

W-2 Statements 7 years

Employee Records

Employment and Termination Agreements Permanent

Retirement and Pension Plan Documents Permanent

Records Relating to Promotion, Demotion, or Discharge 7 years after termination

Accident Reports and Workers’ Compensation Records 5 years

Salary Schedules 5 years

Employment Applications (Nonhired Applicants) 3 years

I-9 Forms 5 years after termination

Time Cards 3 years after separation

Donor and Grant Records

Donor Records and Acknowledgment Letters 7 years

Grant Applications and Contracts 7 years after completion

Legal, Insurance, and Safety Records

Appraisals Permanent

Copyright Registrations Permanent

Insurance Policies/Claims/Records Permanent

Real Estate Documents Permanent

Stock and Bond Records Permanent

Trademark Registrations Permanent

Leases 6 years after expiration

OSHA Documents and Accident Reports 5 years

General Contracts 3 years after termination

Miscellaneous Records

Continuing Professional Education Attendance Records should be kept for 5 years

All paper documents with credit card numbers will be blacked for compliance

Batch reports of all online transactions should be kept for 3 years

Past Education materials should be kept for 3 years with one main set saved for a period of 5 years if only available in hard copy

**ELECTRONIC DOCUMENTS AND RECORDS**

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Email Backup should be completed once a month by all staff members and Backup of full computer files shall take place each day. Files not being used, but needing to be saved shall be burned to a CD-ROM to hold permanently.

**EMERGENCY PLANNING**

The ACP’s records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the ACP operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

**DOCUMENT DESTRUCTION**

The ACP’s Executive Director is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding. Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

**COMPLIANCE**

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the ACP and its employees and possible disciplinary action against responsible individuals. The Executive Director and finance committee chair will periodically review these procedures with legal counsel or the organization’s certified public accountant to ensure that they are in compliance with new or revised regulations, and that this policy is being implemented in a manner that does not result in the destruction of documents that may be relevant to an actual or anticipated legal proceeding or governmental investigation.

Whistleblower Policy of the

Association of Catholic Publishers, Inc.

**As Adopted 3/22/2013**

The Association of Catholic Publishers, Inc. (the “ACP”) expects its officers, directors and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the ACP, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

**Reporting Responsibility -** It is the responsibility of all directors, officers and employees to comply with and report violations or suspected violations of business and personal ethics in the conduct of ACP affairs in accordance with this Whistleblower Policy.

**Retaliation -** No member, director, officer or employee who in good faith reports a violation shall suffer harassment, retaliation or adverse employment consequences. A member, director, officer or employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or removal from a position and such other measures as are available under the Bylaws of the ACP. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the ACP prior to seeking resolution outside the ACP.

**Reporting Violations –** The ACP’s policy is open door and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are encouraged to speak with someone on the Board of Directors who you are comfortable in approaching. Supervisors and managers are required to report suspected violations to the Executive Committee, which has specific and exclusive responsibility to investigate all reported violations through the Finance and Audit Committee. For suspected frauds, or when you are not satisfied or uncomfortable with following the ACP’s open door policy, individuals should directly contact the President or a member of either the Finance and Audit Committee or the Executive Committee.

**Accounting and Auditing Matters –** The ACP’s Finance and Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices and internal controls or auditing. The Executive Committee shall immediately notify the Finance and Audit Committee of any such complaint and work with that Committee until the matter is resolved.

**Acting in Good Faith –** Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed is a violation of business or personal ethics. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**Confidentiality –** Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Handling of Reported Violations –** The Executive Committee or the Finance and Audit Committee will notify the sender and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigations.

Hall of Fame, Outstanding Service Award,

and Leading with Integrity Award Process

**Approved on 1/7/2014, revised 2/23/2021**

1. Any ACP member “in good standing” (current with their dues) may nominate an inductee to the Hall of Fame or a recipient of the Outstanding Service Award or Leading with Integrity Award.
2. To nominate a potential award winner, complete the award application and submit it to the ACP executive director by October 31.
3. Nominations go to a nominating committee appointed by the Board of Directors for review.
4. The nominating committee makes recommendations to the Board of Directors.
5. The Board of Directors approves the award recipient(s).

**Award Descriptions and Eligibility**

*Hall of Fame*

This award focuses on the entirety of an individual's career over their professional lifetime. An individual is nominated to the ACP Hall of Fame because he or she has made a significant and notable contribution to the Catholic book publishing industry in their career. Nominees may be current, past, or retired members of the publishing community. This honor may be given posthumously.

*Outstanding Service Award*

This award focused on a specific outstanding contribution that an individual has made during his or her career. The Outstanding Service Award is presented only when the board of directors identifies an individual whose contribution to Catholic publishing warrants recognition. Recipients in the past have included both those who have been employed by Catholic publishers and those who have served the needs of Catholic publishing.

*Leading with Integrity Award*

This award is intended to recognize ethical and value-based actions and behavior of an individual or company in the course of their professional duties or position as articulated in ACP’s statement of Values (available at <https://www.catholicpublishers.org/acp-values>).

Examples of actions or behavior that would represent the ACP Values include:

* Promoting the ethical use of Catholic resources
* Setting the goal of producing resources in an environmentally sound, carbon-neutral way
* Establishing a work environment and culture that values employees’ gifts and talents beyond the resume or job description
* Taking a public stance on behalf of vulnerable populations
* Acting generously in a way that goes above and beyond what is generally done

The award can be given to a member or non-member. The award may be given out as determined by the ACP Board of Directors.

For more information, visit [www.CatholicPublishing.org](http://www.CatholicPublishing.org) and click on “Programs” and “Awards.”

**Application**

* Hall of Fame
* Outstanding Service Award
* Leading with Integrity Award

*Nominee Information*

|  |  |
| --- | --- |
| Name: |  |
| Address: |  |
| City, State, Zip: |  |
| Phone: |  |
| Email: |  |

Please provide some background on this person’s work in or for Catholic publishing.

Why should this person receive this award?

*Nominator*

|  |  |
| --- | --- |
| Name: |  |
| Phone: |  |
| Email: |  |

**Submission**

Submit a completed application by email, fax, or mail **by October 31** to the ACP executive director at:

4725 Dorsey Hall Drive, Suite A, PMB 709

Ellicott City, MD 21042

[tbrown@catholicpublishers.org](mailto:tbrown@catholicpublishers.org)

Winners will be notified by the end of the year.