ASSOCIATIONS West

BOARD POLICIES & PROCEDURES MANUAL

Current Policies Reflecting Actions through June 30, 2026

ASSOCIATIONS WEST

BOARD POLICIES & PROCEDURES MANUAL

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PREFACE

As authorized by the Bylaws, the Board of Directors has established policies and procedures for Associations West (formerly known as California Society of Association Executives, Inc). Proposed policy amendments will be considered at a regularly called meeting of the Board of Directors. Under certain circumstances, policies may be approved by letter ballot.

This Board Policies & Procedures Manual ("Manual") is intended to aid the implementation of the Bylaws of Associations West by listing and explaining officially adopted practices as well as procedures for administering and implementing policy. It contains only directives and statements of policy that have been officially adopted.

The Manual is maintained by staff and the Board of Directors for reference by members of the Corporation. Individual policies and procedures will be reviewed at the times specified in the Manual to ensure that it remains current. Additions, deletions, and amendments to the Manual will be adopted in June of each year, or as otherwise directed.

"If the articles of incorporation are viewed as an agreement between the association and the state, and if the bylaws are viewed as an agreement between the association and its members, this manual of policies and procedures might be viewed as an agreement between the association and its professional management staff. It is really more than that, however. The manual covers basic decisions - for example, broad resolutions - made previously by an association." Jerald Jacobs, in *Association Law Handbook*.

A policy is a definite course of action or position adopted by a board of directors or any other authorized voting body of the association.

A procedure is a set method of conducting and managing a business.

CHAPTER I - Introduction

A. Name

The name of the Corporation is the California Society of Association Executives, Incorporated DBA Associations West.

All Policies & Procedures stem from the vision, mission, and goals of Associations West which incorporate the following:

B. Mission & Goals

MISSION

To nurture a vibrant, trusted community that empowers association professionals to drive their missions forward.

GOALS

In an effort to fulfill this mission and realize this vision at the highest levels of excellence, Associations West will pursue the strategic directions:

1. Connecting & Empowering Community
2. Fueling Sustainable Growth
3. Launching Innovative Solutions

C. Background & History of Associations West

Associations West is a nonprofit organization representing and fostering the educational and professional needs of the association community in California, Oregon and Nevada with the core purpose of enhancing contributions of Associations to Corporation.

Associations West was originally established as the Sacramento Corporation of Association Executives in 1979 and is classified by the Internal Revenue Service as a nonprofit organization under Section 501(c)(6). On January 1, 2002, the Corporation merged with the San Diego Corporation of Association Executives and the Southern California Society of Association Executives to become the California Society of Associatioin Executives (Associations West). The Bay Area region was formed in 2005 by a vote of the membership to add the fourth region. In 2022, Associations West merged with the Oregon Corporation of Association Management and began serving association professionals in Oregon. In 2025, we started serving members in Nevada (NVSAE had disbanded several years earlier). That same year, the members approved changing the name to Associations West (AW).

Associations West is the third-largest local Corporation of association professionals in the nation. Within the association industry, there are cultural associations representing the arts and civic activities, trade associations representing businesses, scientific and professional societies representing their respective professions, and alliances of various groups with one or more common interests.

Most Associations West members fall into one of two categories: Association Professional and Industry Partner. Association Professional members are individuals contracted by an Association Management Company or employed by associations or non-profit organizations in California, Oregon, or Nevada. These staff members of associations include CEOs, executives, managers, and administrative personnel within trade, professional, technical, educational, philanthropic, or similar nonprofit organizations.

Industry Partners represent suppliers of goods and services to associations. These individuals come from the business sector and represent such diverse industries as hospitality and convention services, banking and finance, insurance, technology, marketing, consulting, publishing, and many more.

CHAPTER II - Membership

A. Membership Classifications

Within the Corporation, there will be the following membership classifications: Association Professional, Industry Partner, Affiliate, and Honorary members.

- Association Professional members shall be any individual contracted by an Association Management Company or employed by a professional, trade, or philanthropic organization.

- Industry Partner membership is available to individuals who represent a firm or corporation providing or offering products, services, or consultation to organizations of the nature set above. Industry Partners are entitled to all privileges of membership, including voting, and holding elected office as prescribed in the Bylaws, or as otherwise governed by the rules and regulations established by the Board of Directors.

- Affiliate membership are those individuals not otherwise eligible for membership but who have a bona fide interest in the field of non-profit association management. Affiliate members shall be voting members of the Corporation and shall be entitled to stand for and hold elective office.

B. Membership Eligibility

- Membership in Associations West is limited to individuals.

- If a member changes membership status for any reason, the current dues status will be retained until the next scheduled dues billing.

C. Termination of Membership

The Board of Directors, after consultation with Bylaws Sections 2.3 and 2.4 and legal counsel, may recommend that any member be expelled from the Corporation. The Board of Directors may recommend that any member be expelled from the Corporation for conduct detrimental to the image of Associations West and/or the profession. In this case, the following will take place:

1. Any Board member may send written recommendation to the Chair of the Board at least 10 business days prior to a regularly scheduled Board meeting.
2. The Chair will include the recommendation on the agenda of the next regularly scheduled Board meeting.
3. The member will be given an opportunity to be heard in his/her own defense at the next Board meeting after a written recommendation for termination has been presented to the Board.
4. After having given the member an opportunity to present the reasons why he/she should not be expelled, the Board will vote on the question of whether the member will be expelled.
5. A two-thirds affirmative vote will be necessary to expel a member.
6. The result of the vote will be mailed to the member within five business days of the conclusion of the Board meeting.

Any member who resigns or is expelled remains liable for any charges due at the time of the resignation or expulsion.

D. Consultant Pricing

Consultants are Industry Partner members who perform work for associations or AMCs that are similar in scope to the work of other association professionals, such as strategic planning, facilitation, management consulting, meeting planning and event services (independent or third-party meeting planner), communications, consultants, and others.

- Event Pricing: Pricing for events is the same as for Association Professionals.

- Products & Services: If there is a difference in price between member categories, this policy will be reviewed on a case-by-case basis and decided by the President/CEO. Pricing policy will generally have a bias toward AP pricing.

CHAPTER III – Dues

- The Board of Directors will establish membership dues rates.

- Membership dues will be discounted for the second member from the same organization or company for both Association Professionals and Industry Partners. This membership rate will be determined by the organization in which the individual chooses to be affiliated.
- The fiscal year of the Corporation is July 1 to June 30.
- All members will be billed for membership dues by the end of May.
- Membership dues are delinquent if not received by July 31.
- Membership may be terminated for failure to pay dues by July 31.
- Members joining after January 1 are eligible to pay prorated dues of 50% of the full year's dues.
- Members joining between October 1 and January 1 are eligible to pay prorated dues of 75% of the full year's dues.
- Members joining after April 1 may pay full year's dues and receive 15 months of membership for the price of 12 months.
- Prospective members that attend Seasonal Spectacular and join within two weeks will receive 18 months of membership for the price of 12 months.
- All members who fail to renew their membership prior to the deadline established by the Board of Directors will be ineligible to participate in offers extended to new member prospects to join the Corporation at reduced rates.
- No dues or portion thereof shall be refunded to any member unless approved by a two-thirds vote of the Board of Directors.
- Membership stays with the individual if the member changes employers.
- If the member leaves the employer, the employer will be provided a complimentary membership for the remainder of the fiscal year.
- All members changing employers will be required to notify Associations West of the change.
- **A dues increase will be considered annually by the Board of Directors.**
- **Associations West should raise dues by a minimum of 3% annually.**

CHAPTER IV – Membership Meetings

Annual Meeting & Notice. An annual meeting of the Corporation shall be held at such time and place as determined by the Board**.**

Special Meetings. A majority of the Board of Directors, the Chair, or at least five percent of the voting members may call a special meeting for any purpose.

Written notice of any meeting of the members shall be given personally, mailed by first class, registered or certified mail, or given by electronic transmission to each member, addressed to the member at the address of the member appearing on the books of the Corporation or given by the member to the Corporation for purposes of notice, not less than ten (10) nor more than ninety (90) days before the date of the meeting. Notices shall state (a) the date, time and place of the meeting; (b) the general nature of the business to be transacted and, in the case of a special meeting, that no other business may be transacted; and (c) in the case of a regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members. The notice of any

meeting at which Board members are to be elected shall include the names of all those who are nominees at the time the notice is given to the members. If the members are permitted to participate in the meeting by means of electronic transmission or electronic communication, notice for the meeting shall include a description of how members may participate by such communication.

Establishment of a Quorum
A quorum exists of a simple majority of the Board or Committee members present, either in person or via conference call. The quorum for the annual or any special meeting of the members shall be 50 voting members or one-third of the voting membership, whichever is less.

Proxy & Absentee Voting
Proxy or absentee voting is not allowed for any Corporation meeting.

Written Ballot Procedures
Where and in the manner authorized by the Board, any action that may or is required to be taken at any membership meeting, whether such meeting is an annual, regular, or special meeting, including the election of Board members, may be taken without a meeting if the Corporation distributes a written ballot to every voting member in good standing. The ballot and related materials may be sent by electronic transmission and returned by electronic transmission in accordance with the requirements of the Nonprofit Law. All ballots must describe the proposed action, provide an opportunity to specify approval or disapproval of any proposal (and, in any election of Board members conducted by ballot, provide an opportunity to abstain or withhold a vote for or against the election of any Board member), and provide a reasonable time within which to return the ballot to the Corporation. All solicitations of ballots shall indicate the time by which the ballot must be returned in order to be counted, the number of responses needed to constitute a quorum, and with respect to ballots other than for the election of Board members, the percentage of approvals necessary to pass the measurers submitted. Approval by written ballot shall be valid only when the number of votes cast by ballot within the specified time period equals or exceeds the quorum requirement for a meeting, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

CHAPTER V - Board of Directors

A. Preamble

The Board is the governing body of the Corporation and has authority and responsibility for the supervision, control, and direction of the Corporation. As such, the Board will identify and address strategic issues, set policy, and provide fiscal oversight.

The Associations West Board of Directors is committed to identifying and clarifying its own operations and its relationship to the Corporation's Chief Executive Officer.

The Board's goal is to provide clear direction while encouraging creativity and innovation within the Corporation.

The Board believes that it is important to identify the leadership and management principles under which it wishes to operate. Through this identification, the Board determines the culture and direction of the Corporation.

By clarifying these principles and directions, new Board members, as well as ongoing members, will recognize and understand the Board's policies on matters of major importance.

It is the intent of the Board that these principles be used on an ongoing basis, subject to changes that reflect the culture and principles of the current leadership.

The Board is committed to careful and prudent monitoring of its “big picture” responsibility and will clarify its beliefs through these Board policies.

B. Position Description

A Director represents the entire membership of Associations West, not any particular constituency within Associations West.

Directors are bound by law to perform the duties of the position and act in the best interests of Associations West. Directors must be informed about the affairs of Associations West to properly act in the best interests of Associations West. Directors should read all relevant Corporation literature, particularly all informational material provided with a meeting agenda. Directors should be familiar with the Bylaws of Associations West, paying particular attention to Articles 4 and 5. Directors also should listen to members about their concerns and follow an appropriate path to resolve concerns. However, Directors should avoid making a particular promise on behalf of the Board to a member, as an individual Director has no individual authority to do so.

Directors will attend all meetings of the Board unless it is not possible to do so in an individual instance. He or she may not designate an Alternate Director.

Directors will not participate in any association decision in which they have a material interest, without first informing the Board of the interest and following proper procedures. Proper procedures are outlined in the Conflict of Interest policies, Chapter XI, Section C.

C. Governance Structure

The Board of Directors is the governing body of this Corporation, responsible to supervise, control and direct the affairs of the Corporation. The Board may adopt such rules and regulations for the conduct of its business as will be deemed advisable, and may, in executing the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

It is the duty of each member of the Board to perform any and all duties imposed on them individually or collectively by the Board as set forth in these Bylaws, the policies and procedures of the Corporation, the Articles of Incorporation, and the law. Officers shall have additional duties as set forth in these Bylaws and the Board Policies and Procedures manual of the Corporation, which may be amended from time to time.

- The Board of Directors shall consist of at least three (3) and not more than fourteen (14) voting members, including the Officers of the Corporation who shall be *ex officio* Directors. Officers are the Chair, Vice Chair &Secretary, Immediate Past Chair, Industry Partner Vice-Chair, and Treasurer.

- A majority of the Board will be Association Professional members.

- Newly elected Directors will take office at the beginning of the fiscal year.

- Directors may serve two (2) consecutive two-year terms, after such time a Director shall not be eligible for re-election until after the Director has remained off of the Board for at least one (1) year. To the greatest extent possible, the terms of Directors shall be staggered so that approximately one-half (1/2) of the Directors are elected in a given year. Notwithstanding the above term limits, if a Director is elected to an Officer position, the Director's term shall be automatically extended to allow such Director to complete their term as an Officer and/or automatic succession of Officer roles. In any event, Directors shall remain in office until their successors are duly elected and qualified.

- A majority of the Board of Directors then in office constitutes a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

- An annual meeting of the Board shall be held in each year at a date, time and place determined by the Board for the purposes of the review and approval of the corporate budget, the creation of, and appointment or election to, Board Committees, and/or the transaction of other business. Other regular meetings of the Board may be held at such time and place as the Chair or the Board may fix by resolution or as specified in the notice of the meeting.

- The Board of Directors has established the current edition of Robert's Rules of Order, Newly Revised, as the parliamentary authority to be used for conducting the Corporation's deliberations.

- The Chair may call meetings of the Board of Directors with 4 days notice if notice is sent by first-class mail and at least 48 hours notice if given personally, by telephone, by fax, by email, or by other electronic means.

- Any meeting or action of the Board may be, to the extent allowed by law, held by electronic or other means.

- The Chair, Vice Chair & Secretary, or the Treasurer, or any two Directors may call a special meeting of the Board for any purpose at any time.

- Notice of the time and place of regular and special meetings of the Board shall be given to each Director by whatever means practical.

- Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

- A vacancy on the Board shall exist in the occurrence of the following:
  1. The death or resignation of any member.
  2. The declaration by resolution of the Board of a vacancy in the office of a Board member who has been declared of unsound mind by an order of the court, convicted of a felony, or found by final order or judgment of any court to have breached the standards of conduct pursuant to the Nonprofit Law.
  3. Removal of a Board member.
  4. Increase of the authorized number of Board members, or
  5. By a vote of a majority of the Board members who meet all of the required qualifications to be a Board member at a meeting at which a quorum is present, declare vacant the seat of any Board member who fails or ceases to meet any required qualification that was in effect at the beginning of that Board member's current term of office..

- Any vacancy in a Board position shall be filled by a majority vote of the Board at any meeting in which a quorum is present.

- No reduction of the authorized number of Directors shall have the effect of removing the Director before that Director's term of office expires.

- A person elected to fill a vacancy shall hold office for the balance of the unexpired term of the replaced Board member and until a successor has been named and qualified, or until their resignation, death or removal.

- Unexcused Absences. A Board member will be subject to expulsion from the Board if there is more than one unexcused absence from regularly scheduled meetings of the Board during the fiscal year.

- The Board of Directors may, at its discretion, remove any Officer or Director by a vote of two-thirds of its members. Expulsion Procedure:
  1. Staff will report to the Board if there is a member with more than one unexcused absence.
  2. At the next regularly scheduled meeting of the Board, the member will be given an opportunity to be heard in his/her defense after a written recommendation for expulsion has been presented to the Board.
  3. After having given the Board member an opportunity to present the reasons why he/she should not be expelled, the Board will vote on the question of whether to expel the Board member.
  4. A two-thirds affirmative vote is necessary to expel a Board member.

D. Objectives

The Board will lead the Corporation toward the desired outcomes and ensure that they occur. The Board's specific contributions are necessary for proper governance and management.

In addition, the Board will:

- Be the link between the Corporation, its members, the association community, and the community in which it operates.

- Assure the effective performance by the Chief Executive Officer as delegated to the Executive Committee.

- Focus chiefly on intended long-term goals while delegating to staff the administrative or programmatic means of attaining those ends.

- Direct, control, and inspire the Corporation by establishing the Broad organizational values and policies.

- Govern with excellence and apply appropriate self-discipline in matters of attendance, policy-making principles, respect for clarified roles, speaking with one voice, and any tendency to stray from governance adopted in Board policies.

- Serve the entire membership of the Corporation and not any single segment. The statesmanship of the Board members is measured by their ability to judge and plan on the basis of the overall consideration of the entire membership structure of the Corporation.

- Be accountable to the membership for competent, conscientious, and effective accomplishments of its obligations as a body. No officer, individual,

or advisory committee of the Board will usurp this role or hinder this commitment.

- Monitor and regularly discuss the Board's own process and performance.

- Annually conduct a self-evaluation.

- Ensure the continuity of its governance capability by continuous Board development and training.

- Support and participate in as many Associations West programs as possible.

E. Code of Conduct

The Board expects of itself and its members ethical and business-like conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

- Board members must represent, with un-conflicted loyalty, the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staff. This accountability supersedes the personal interests of any Board member acting as an individual consumer of the Corporation's services.

- Board members must avoid any conflict of interest with respect to their fiduciary responsibility.

    1. There must be no self-dealing or any conduct of private business or personal services between any Board members and the Corporation except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.

    2. Board members must not use their positions to obtain for themselves, family members, or close associates, employment within the Corporation.

    3. Should a Board member be considered for employment by the Corporation, he or she must temporarily withdraw from Board deliberations, voting, and access to applicable Board information.

- Board members and members at large may not attempt to exercise individual authority over the Corporation or staff except as explicitly set forth in Board policies.

F. Conflict of Interest

- All current and former Officers, Directors, and Committee Members of the Corporation shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Corporation, in any and

all actions taken by them on behalf of the Corporation in their respective capacities.

- This policy is enacted to formalize, record, clarify and re-emphasize the previous policy that has governed the Corporation.

- A "material financial interest" in a proposed transaction exists whenever there is a consideration by the Corporation to purchase goods or services from one who either deal in such goods or services or is employed by or is an owner or principal of the seller; a material financial interest does not exist when the individual is merely a shareholder in a large corporation.

- When a committee is involved in making a decision or developing a recommendation in which there exists a material interest of any of its members, the decision or recommendation will be identified as a potential conflict of interest by the staff, the Chair of the committee, or another member of the committee, or the individual(s) involved in the potential conflict. A material interest may exist in but is not limited to, the purchase or exchange of goods or services with Associations West, selection of event sites, or choosing conference or education speakers.

- If a material interest is perceived to exist for any current or former member of the Board, or any committee, task force, etc., the following shall occur:

    1. The committee will be notified by the Chair or by staff that the committee will be involved in making a "material" recommendation or decision.
    2. Any member of the committee who is associated with the relevant service or product or would directly or indirectly benefit from the decision will identify him/herself as having a potential conflict of interest.
    3. If the committee member is either unaware or unable to identify the conflict of interest or disagrees that there is a conflict, the Committee Chair will be the final authority in determining whether a conflict exists.
    4. If a potential conflict of interest exists or is determined, the committee member will not receive materials or participate in any discussion that is involved in making the relevant decision or recommendation.
    5. Once the relevant decision or recommendation is made, the committee member will be informed of the decision or recommendation and will then return to full participation in all other aspects of the committee's work and deliberations.

Members of the Board of Directors of Associations West, officers, volunteers, and key employees must act at all times in the best interests of Associations West. Members of the Board, officers, volunteers, and key employees shall disclose all potential and actual conflicts of interest to the Board of Directors and as required, remove themselves from all discussion and voting on any related matter. Specifically, members of the Board, officers, volunteers, and key employees shall:

- Avoid placing self-interest or the interests of a third party above the interests of Associations West and avoid the appearance of placing self-interest or the interests of a third party above the interests of Associations West;
- Refrain from using Associations West's staff, services, equipment, materials, resources, or property for personal or third-party gain and from representing to third parties that authority as a Board member extends any further than that which it actually extends;
- Not engage in any outside business, professional conduct, or other activities that may be directly or indirectly adverse to the interests of Associations West;
- Not solicit or accept gifts, gratuities, free travel, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment with respect to matters pertaining to Associations West without fully disclosing such an exchange to the Board of Directors;
- Provide goods or services to Associations West as a paid vendor to Associations West only after full disclosure to, and advance approval by, the Board of Directors and pursuant to any related procedures adopted by the Board;
- Not persuade any employee of Associations West to leave the employ of Associations West or to become employed by any person or entity other than Associations West; and
- Not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship with Associations West to terminate, curtail, or not enter into its relationship with Associations West or to reduce any benefit that may be provided to Associations West with respect to such relationship.

Each director, principal officer, and chair of a council or committee shall annually complete the Acknowledgement and Disclosure Form statement and provide the form to the President & CEO at the beginning of each fiscal year.

The Acknowledgement & Disclosure Form shall include:

i. has received a copy of the conflict of interest policy;
ii. has read and understands the policy;
iii. has agreed to comply with the policy;
iv. understands the Organization is charitable and in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes; and
v. has read, understands, and agrees to complete the conflict of interest Disclosure Form.

The President & CEO shall then prepare and provide a report to the Board at its first meeting of each fiscal year that:

- Confirms each board member and chair submitted the form
- Identifies any potential conflicts of interest that were self-identified by Board members

The beginning of each Board of Directors meeting, committee meeting, or regional council meeting shall begin with the following:

i. The Chair shall review the agenda
ii. The Chair shall request whether any volunteer has a potential conflict of interest with any items on the agenda.
iii. If a potential conflict is announced, the proper procedure shall be followed as stated in the conflict of interest policies.
iv. Such request, any subsequent announcements, and procedural actions shall be duly recorded in the minutes of that meeting.

G. Joint Venture Policy

It is the policy of Associations West (hereinafter referred to as "Organization") to evaluate its participation in contracts, collaborations, and other business arrangements to ensure that those contracts, collaborations, and business arrangements are consistent with the state and federal tax exemptions held by the Organization. Certain such joint activities (i.e. activities involving both this Organization and one or more persons or entities other than this organization), if inconsistent with the tax exemption of the Organization, could threaten its tax exemptions, or result in unanticipated taxes or other penalties.

This policy does not necessarily prohibit collaborations and other business ventures; it merely requires evaluation of those arrangements and avoidance of those arrangements that pose unreasonable risks to the Organization. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

1. **Joint ventures or similar arrangements with taxable entities.** For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the Organization controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:
   (a) 95% or more of the venture's or arrangement's income for its tax year ending within the Organization's tax year is excluded from unrelated business income taxation [including but not limited to: (i) dividends, interest, and annuities; (iii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and (iv) gains or losses from the sale of property]; and
   (b) the primary purpose of the Organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

2. **Safeguards to ensure exempt status protection.** The Organization will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Organization's exempt status is protected; and (b) take steps to safeguard the Organization's exempt status with respect to the venture or arrangement. Some examples of safeguards include:
   (a) control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization;
   (b) requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;
   (c) that the venture or arrangement does not engage in activities that would jeopardize the Organization's exemption; and
   (d) that all contracts entered into with the organization be on terms that are arm's length or more favorable to the Organization.

H. Whistleblower Policy

This Whistleblower Policy of Associations West: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Organization; (2) specifies that the Organization will protect the person from retaliation; and (3) identifies where such information can be reported.

1. **Encouragement of reporting.** The Organization encourages complaints, reports, or inquiries about illegal practices or serious violations of the Organization's policies, including illegal or improper conduct by the Organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Organization's human resources channels unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. **Protection from retaliation.** The Organization prohibits retaliation by or on behalf of the Organization against staff or volunteers for making good-faith complaints, reports, or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports, or inquiries, or who otherwise abuse this policy. The discipline of persons who make bad faith, knowingly false, or vexatious complaints or reports or who otherwise abuse this policy shall be handled by the Chair of the Board, Vice Chair & Secretary of the Board, or the CEO, in consultation with legal counsel. Such discipline,

up to and including termination of employment and/or membership with Associations West, shall be final, provided the action is taken in compliance with applicable California laws and Associations West Bylaws.

3. **Where to report.** Complaints, reports, or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, reports, or inquiries. They should be directed to the Organization's President & CEO or Chair of the Board of Directors; if both of those persons are implicated in the complaint, report, or inquiry, it should be directed to the Vice Chair & Secretary of the Board. The Organization will conduct a prompt, discreet, and objective review, or investigation. Staff or volunteers must recognize that the Organization may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

4. **Results of Investigation.** A written report of the investigation and its results arising from any complaint, report, or inquiry covered by this policy will be prepared. A written summary of this report will be given to the whistleblower and the Chair of the Board of Directors.

I. Affinity Programs - Associations West Affinity Partnership Guidelines

The Board of Directors and President/CEO are empowered to recommend products and services co-sponsored for members and their employees.

There are two types of partnerships: "Strategic" and "Operational"

- Strategic Partnerships. The Board shall approve Affinity Programs that are considered strategic partnerships. These partnerships may provide a substantial member benefit, require significant staff time, generate significant revenue, and/or require substantial marketing and brand management. When the agreement is under consideration, any variance from the "guidelines" will be noted in the report to the Board along with the reasons for the variance.
- Operational Partnerships. The President/CEO shall be empowered to approve operational revenue-sharing partnerships. These partnerships would likely generate modest revenue, not require significant staff time, receive limited marketing, and/or have a partial or targeted benefit to members. The Board shall be informed of such partnerships.

Determination of Operational vs. Strategic Partnerships. When the President/CEO is unclear whether a potential partnership is strategic or operational, the President/CEO shall consult with the Executive Committee to make that determination.

Affinity Program Due Diligence. The Membership Committee or other committee or task force as designated by the Board will conduct due diligence work on services or products that may be beneficial to members and make a

recommendation(s) to the Board. The recommendation(s) to the Board will include due diligence findings, including other Associations West members, who may be competitors to the affinity partner. The committee or task force will follow established guidelines when considering the implementation of such services.

These guidelines are used in determining future Associations West Affinity Programs considered Strategic Partnerships.

1. The service or product must be viewed as a valued/needed member service designed to provide benefits to Associations West members and, in turn, the member's association.

2. The service or product should benefit Associations West members and their associations. Non-member pricing should be available.

3. Provider's service or product should be generally available statewide. It should be noted if the service is available in Hawaii, Arizona, Nevada, and Oregon.

4. Provider should offer better products, services, and/or delivery prices than competitors and is generally available from other sources.

5. There should be a guaranteed product/service price for the length of the contract, to be modified only by mutual consent.

6. Shipping and handling charges must be approved by the parties and included in the contract.

7. The proposed candidate should have three written references, preferably from Associations West members.

8. To be a Associations West Affinity Partner, participation in the following or a contribution of equivalent value is recommended:
   i. Advertising in the annual Associations West Membership Directory (minimum ¼ page)
   ii. Advertising in the Associations West magazine, *The Executive* (minimum ¼ page 3X per year)
   iii. Purchase of at least one booth at Seasonal Spectacular *and one tabletop* at the Annual Conference
   iv. Associations West membership, and
   v. Compliance with all applicable laws and regulations

9. The Partner should supply promotional material for distribution to Associations West members on a periodic basis at no cost to Associations West**.**

10. Associations West must receive a royalty, commission, dividend, significant discount returned to the member**,** or a profit-share to generate non-dues income for the Corporation.

11. A signed agreement will be used to clarify the expectations and benefits to each party. Such agreements will be reviewed by legal counsel and include consequences when a Partner is deemed by Associations West to be "out of compliance" or significantly breaches the terms of the agreement.

Decisions regarding ***Affinity Partner*** status will be made at the sole discretion of the Board of Directors of Associations West.

J. Diversity

- In principle and practice, Associations West values and seeks a diverse and inclusive membership. All eligible people, regardless of race, gender, creed, age, sexual orientation, national origin, or disability, will be granted full participation. Diversity also includes member type, organization demographics, competencies, etc.

- Associations West will commit time and resources to develop and implement a plan to include under-represented groups and to expand access to leadership opportunities.

- The Corporation will use gender-neutral language in its publications and proceedings.

- The Corporation will be sensitive in its publications and proceedings to persons with disabilities, including the usage of the first-person language.

K. Press Relations

- Press representatives may attend Associations West events to cover the event for their publications.

- Press representatives must provide appropriate press identification to attend Associations West functions.

- Associations West reserves the right to deny admission to the staff of publications. Publications staff may attend functions upon approval of the President/CEO, which has never covered a Associations West event, may attend functions upon approval of the President/CEO or the Director of Education.

L. Financial Roles & Responsibilities

1. The President/CEO has, by delegation from the Board of Directors, the authority to:

- Receive and expend funds through accounts of the Corporation maintained at approved financial institutions consistent with the approved annual budget.

- Maintain adequate and up-to-date financial records for all programs and related activities.

- Reimburse employees of the Corporation and others for authorized expenses incurred on behalf of the Corporation.

- Require specific financial reports on the Corporation's activities and programs, as deemed necessary and/or appropriate.

- Establish a line of credit for the Corporation.

- Require interim audits of the financial records for any and all Corporation programs and activities as the Board may deem necessary and/or appropriate and/or upon the termination of the Corporation President/CEO.

2. The Board of Directors of the Corporation will designate the official representative(s) of the Corporation with respect to all financial transactions and negotiations as follows:

    - The official signatories of the Corporation in financial transactions will be the President/CEO and any or all members of the Executive Committee.

    - All required tax and legal forms will be prepared and signed by the President/CEO.

    - The President/CEO will negotiate with outside contractors for services and supplies necessary to carry out the activities of the Corporation. The President/CEO will contract with suppliers on behalf of the Corporation and be the primary signer on contracts pertaining to the Corporation and financial instruments of the Corporation.

    - Secure in the name of the Corporation adequate fidelity bond upon all members of the Board of Directors, as necessary, and employees of the Corporation, and upon all others who are authorized to administer or process any and all assets of the Corporation.

    - Approve monetary contributions to charitable organizations or other non-profits.

M. Investment Policies

1. Reserve Policy - Member Equity Reserve Fund

To ensure its financial viability, Associations West will seek to maintain Member Equity Reserve Fund based on unrestricted reserves specifically designated on an annual basis in conjunction with the preparation of year-end financial statements.

The purpose of the Member Equity Reserve Fund is to enable Associations West to withstand the impact of economic downturns, both internally and/or externally generated. To achieve this stability, Associations West will seek to maintain an amount equal to six months, or 50%, of planned annual operating expenses. This amount will be calculated at the end of each fiscal year, based on the budget for the upcoming year. Amounts needed to increase the Member Equity Reserve Fund will come from undesignated net assets. Until Associations West's goal of six months, or 50%, of planned annual operating expenses is reached, an amount equal to or greater than two and a half percent of the annual operating expenses will be contributed to the fund each year.

Once Associations West achieves its goal of a six-month operating reserve, additional funds may be made available for major business initiatives requiring significant developmental or start-up costs. Establishing a six-month operating reserve will be the highest priority of the Member Equity Reserve Fund.

2. Investment Policy

a. PURPOSE. The purpose of this policy is to ensure the investment of Corporation funds is accomplished safely and securely, particularly with respect to limiting the exposure of the Corporation to unnecessary risk. It is also to provide for adequate liquidity to cover expenditures and other obligations as they occur.

b. POLICIES & RESTRICTIONS. The Board of Directors establishes the investment policy of the Corporation. The Corporation Treasurer and the President/CEO are authorized to make the day-to-day investment decisions within this investment policy. The Board of Directors reserves the right to amend or terminate this investment policy at any time.

c. MANAGEMENT OF THE FUNDS. The Treasurer and President/CEO investment strategy will be to adhere to the concept of minimizing idle cash balances while at the same time matching amounts maturing to meet the Corporation's obligations as they become due. Specifically, investment maturities will be staggered to ensure that the Corporation has access to the funds as necessary without a penalty.

- Safety of the principle and liquidity will prevail in all investment decisions. A high yield, though important, ranks third in the priorities of investment decisions.

- Decisions on purchase and sales of approved investments are within the duties and authority of the Treasurer and President/CEO. In the absence of the Treasurer, such decisions and actions will be within the purview of the President/CEO. The Treasurer and President/CEO may consult with outside consultants regarding any such decisions, either informally or through a formal meeting. If the Treasurer and President/CEO deem it appropriate, the Treasurer may submit the matter to the Associations West Executive Committee for consideration.

The approved investments are as follows:

i. Certificates of Deposit - Negotiable certificates of deposit issued by a nationally or state-chartered bank or savings and loan association and insured by the Federal Deposit Insurance Corporation (FDIC) or Federal Savings and Loan Insurance Corporation (FSLIC), rated no less than "AB" by one of the following: Fitch, Moody's, or Standard & Poor's rating service at the time of purchase
ii. Money Market Accounts managed by a domestic bank and insured by the FDIC
iii. Domestic bank savings accounts
iv. Domestic bank sweep accounts (interest-bearing checking)
v. Federal Agencies & U.S. Treasury Obligations - Bonds, notes, certificates of indebtedness, or other interest-bearing obligations for which the faith and credit of the Unites States has been pledged

Investment limitations:

i. All deposits must be fully insured by the FDIC, FSLIC, or otherwise collateralized with government securities (110%) or mortgages (150%)
ii. Investment maturities will not exceed two years unless stipulated otherwise
iii. Investments in the instruments fully guaranteed by the Federal Government will be placed only through the Corporation's service bank or a broker/dealer approved by the Board of Directors

d. OBJECTIVES OF THE POLICY. The objectives of the Associations West investment policy are to achieve reasonable returns while minimizing risk. The Treasurer's and the President/CEO's greatest concerns should be maintaining sufficient cash assets for the potential immediate needs of Associations West. The Treasurer will review the portfolio and its performance quarterly, and the Associations West Board of Directors will review the portfolio and its performance at least annually.

For each amount invested, the report will include:

i. Description of security
iv. Amount invested
v. A current market value and interest rate
vi. Date of purchase, date of maturity

vii. Recommendations concerning investment strategy for the succeeding year

The Treasurer will review the investment report to ensure that all investments have been made in accordance with this investment policy. The review of the investment report will be a matter of record in the minutes of each meeting of the Board of Directors when reviewed.

Safekeeping and Corporation Internal Controls:

i. Where applicable, investments will be held in safe keeping by a third-party custodian.
ii. Investment transactions will be formally documented by written correspondence from the Corporation or third party to the investment institution.
iii. Proceeds from interest payments, principal payments, and other receipts of cash will be in the name of the Corporation, promptly deposited in the interest-bearing bank account, and not held as cash or transferred to any second party. The proceeds should be "rolled over" into the principal of the investment (CDs, MMAs) when possible and practical.
iv. All transactions will be approved by the Corporation's Treasurer or another Officer and President/CEO.
v. All investments will be in the name of the Corporation or as otherwise required by the safekeeping institution.

e. OTHER ASSETS. The Treasurer and President/CEO will not purchase assets other than those mentioned above without prior approval by the Board of Directors of Associations West.

f. APPROVAL AND REVIEW. These investment policies, restrictions, guidelines, and philosophies represent a prudent investment policy that provides for growth in assets while limiting the risk Associations West accepts. **The Board of Directors must review this policy at least annually for the express purpose of assuring that this policy meets the current needs of Associations West.**

3. Bank Account, Credit Card & Investment Account Policy

a. Establishment of Accounts

The President/CEO and/or Treasurer are authorized to establish one or more deposit accounts with various and sundry commercial banks, savings and loan institutions, and investment firms, in the Corporation's name**.**

b. Authorization to Draw on Accounts

The President/CEO and Treasurer are authorized to draw on the Corporation's deposit accounts.

The President/CEO is authorized to determine which employees are authorized to draw on the Corporation's deposit accounts.

c. **Approvals Required:**

All disbursements from Associations West's deposit accounts up to and including $5,000 require the approval or signature of only one of the authorized signers. Disbursements greater than $5,000 (such as a check or credit card transaction) require approval from one member of the Executive Committee, typically the Treasurer. The request for approval to an Executive Committee member can be made electronically, such as by email, and should contain the appropriate documentation and reason for the expense.

In addition, it is the expectation that any expense in excess of $5,000 will be the subject of a due diligence process (such as an RFP). The said process should be described in the request for approval of the expense. If such a process was not used, an explanation for why a due diligence process was not used should be stated.

N. List Use Policy

The mission of Associations West is to nurture a vibrant, trusted community that empowers association professionals to drive their missions forward. As part of this mission, Associations West creates and maintains membership and other lists and committee rosters containing names, addresses, affiliations, and other information about its members (the "Lists"). Associations West encourages members to use the Lists for communicating with other members for purposes that advance Associations West's mission and in conducting the business of Associations West. The Lists appear in Associations West's membership directory and other publications and/or on the Associations West website.

The Lists are valuable proprietary assets of Associations West. This List Use Policy is enacted to protect Associations West's value in the Lists by ensuring Associations West's active control of the Lists and preventing any unauthorized use of the Lists.

1. No part of the Lists or their contents may be reproduced, copied, disseminated, entered into a database, or used as part of marketing communication to some or all Associations West members unless specifically authorized by Associations West. A "marketing communication" is a mail, fax, or email communication for the purpose of marketing or advertising a product or service. Unless the user has entered into an agreement with Associations West to use a List as provided below, any use of a List in violation of this paragraph shall constitute unauthorized use.

2. Associations West shall implement a procedure by which a member may request that a marketing or other communication be sent by Associations West to some or all Associations West members. Any such use will be subject

to payment of a fee to Associations West for each one-time use. The procedure shall include a review by Associations West for the appropriateness of the communication, at its discretion.

- Approved electronic communications will be disseminated by Associations West (such as via a Associations West "email blast"), not by the member, on a one-time basis. The procedure shall not permit the List user to access or to obtain a copy of the List.

- Associations West shall also implement a procedure by which members may purchase a mailing list of Associations West members for one-time mailing of an approved marketing or other communication. The procedure shall not permit the List user to retain a copy of the List for future use. Any actions by the List user to scan or photocopy the list, allow anyone else to use the list or any part thereof, extract any information from the list and place it into a computer database, or otherwise attempt to store or re-use the information on the list in any form or manner or by any means will constitute unauthorized use.

3. The Board of Directors of Associations West shall have the power, in its discretion, to impose penalties for any unauthorized use of a List. Depending upon the severity and frequency of the unauthorized use, such penalties may range from verbal warnings to the imposition of fines to loss of Associations West membership privileges. In any matter relating to the use of a List that is brought before the Board, any Director with a material interest in the proposed marketing communication must comply with the Board's Conflict of Interest Policy.

4. Associations West shall implement a procedure in which members may purchase mailing labels of Associations West members for marketing and communications purposes. The list will be used on a one-time basis and will not be reproduced or copied for additional use.

5. Associations West reserves the right to modify this Policy at any time.

O. Document Retention & Destruction Policy

The Associations West documentation retention and destruction policy identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Organization's documents and records.

1. **Rules. (a)** The President/CEO will be responsible for the retention and destruction of official organizational documents listed in the policy; (b) all other paper documents will be destroyed after two years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and *(d) no paper or*

electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.

2. Terms for Retention.

a. Retain Permanently:

- *Governance records* – Charter and amendments, Bylaws, other organizational documents, governing board, and board committee minutes.
- *Tax records* – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.
- *Intellectual property records* – Copyright and trademark registrations and samples of protected works.
- *Financial records* – Audited financial statements, depreciation schedules, attorney contingent liability letters.
- *Pension and benefits records* – Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.
- *Government relations records* – State and federal lobbying and political contribution reports and supporting records.

c. Retain for seven years:

- *Employee/employment records* – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of the basis for independent contractor status (retain for all current employees and independent contractors for seven years after the departure of each individual).
- *Lease, insurance, and contract/license records* – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for seven years after the termination, expiration, non-renewal of each agreement).
- *Financial records* – Accounts payable and receivable ledgers and schedules (invoices/payments/receipts)

d. Retain for three years:

- Financial records - Bank statements and reconciliations

e. Retain for two years:

- *All other electronic records, documents, and files* – Correspondence files, past budgets, publications, employee manuals/policies and procedures, survey information.

3. **Exceptions.** Exceptions to these rules and terms for retention may be granted only by the Organization's chief staff executive or Chair of the Board.

P. Administration

The Corporation shall keep all required records including, but not limited to, Minutes of Board and Membership meetings, Financial and Audit records, and records of current members. Members shall have the right of inspection thereof as required under the law.

The Corporation will produce an annual report as required by the Nonprofit Law.

The Corporation shall purchase and maintain adequate insurance on behalf of its agents against any liability asserted against or incurred by one while acting as agent for the Corporation.

The Corporation will indemnify, defend, and hold harmless officers, directors, and employees to the fullest extent permitted by law for expenses incurred in the defense of any action brought against them by reason of their being officers, directors, or employees of the Corporation. This may include advancing costs and expenses incurred with the defense of any such action. However, such indemnification will not be permitted in cases where the officer, director, or employee has been adjudged by competent authority to be liable for gross negligence or is guilty of misconduct.

None of the Directors or Officers of the corporation shall be liable in any manner whatsoever for the debts, liabilities, or obligations of the Corporation.

The President/CEO shall annually provide to the Board an administrative schedule that lists all of the insurance and benefits plans with their administrators and contact information. Policy and account numbers may be redacted.

CHAPTER VI - Officers & Duties

All officers of the Corporation must be members. The officers are Chair, Vice Chair & Secretary, Industry Partner Vice Chair, Treasurer, and Immediate Past Chair. Each officer also will serve as a member of the Board and the Executive Committee.

The period of office will match the fiscal year of the Corporation. Each Officer shall serve a one-year term with no limit on the number of successive terms they make serve in such position. No person shall hold more than one office, except in an emergency that has been determined by the Chair or CEO/President.

Any vacancy in an Officer position shall be filled by a majority vote of the Directors at a regular or special meeting called for that purpose. Any Director may put forth nominations for filling a vacancy.

A. Chair of the Board

- The Chair of the Board is the chief elected officer of the Corporation and presides at all meetings of the Corporation, including the Board of Directors. The Chair of the Board will perform all of the actual duties requisite to the office and suggest such actions to the Board of Directors as may be appropriate to improve the Corporation and be beneficial to all its members.

- The Chair shall, subject to the control of the Board, supervise and direct the business of the Corporation.

- The Chair shall preside at all meetings of the members, Board, and the Executive Committee. With the approval of the Board, the Chair shall be an ex-officio, non-voting member of all committees and regional councils.

- The Chair shall be the Chair of the CEO Review Committee as outlined in Chapter VII, Section 5.

- The Chair of the Board makes reports to the Board and the membership of the Corporation on behalf of the Board, as appropriate.

- The Chair of the Board is primarily responsible for the integrity of the Board's process and secondarily for occasional representation of the Board to outside parties. The Chair is the only Board member authorized to speak for the Board unless the Chair delegates another officer/Board member.

- The Chair must ensure that the Board behaves consistently with both its own rules and those legitimately imposed upon it from outside the organization.

- The authority of the Chair is limited to managing decisions on behalf of the Board that falls within the Board Governance Structure.

B. Vice Chair & Secretary of the Board

- The Vice Chair & Secretary will act in the place of the Chair when the Chair is not available.

- The Vice Chair & Secretary shall keep or cause to be kept an appropriate book of minutes, appropriate membership records and notices, and the corporate seal.

- The Vice Chair & Secretary will perform such other duties as are necessarily incident to the office and as may be prescribed by the Chair of the Board of Directors.

C. Immediate Past Chair

- The Immediate Past Chair shall participate in the annual performance review of the CEO/President and shall be the Chair of the Leadership Development Committee (formerly Nominating Committee).

D. Industry Partner Vice Chair

- The Industry Partner Vice Chair will be an Industry Partner member and shall be a liaison to Industry Partners. The Industry Partner Vice Chair will represent the unique needs and interests of Industry Partners and represent their interests on the Board.

E. Treasurer

- The Treasurer shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the Corporation.

- Deposit or cause to be deposited appropriate monies and valuables to the credit of the Corporation and such depositories as are designated by the Board.

- The Treasurer will receive a copy of Associations West's bank statement and the Associations West check register each month.

- The Treasurer shall make appropriate reports to the Board, which may require the Treasurer to be bonded as it specifies.

- The Treasurer will have general supervision of the financial affairs of the Corporation. The Treasurer also will review, on a quarterly basis, the President/CEO's expenses as well as the Chair's expenses. Documentation will be required for any item over $25.

- The Treasurer will receive a copy of the CEO's credit card statement each month, including reasons for each purchase.

- The Treasurer will provide general quarterly summarized financial reports to the Board of Directors.

- The Treasurer will supervise the preparation and presentation of the annual Corporation budget to the Board of Directors.

- The Treasurer will act as Chair of the Board in the event of the absence or disability of the Chair of the Board and the Vice Chair & Secretary or vacancy in both offices.

- The Treasurer shall receive a copy each month of the Associations West check register, showing the date, amount of the check, and the vendor to whom the payments were made.

CHAPTER VII - Chief Executive Staff Officer

The President/CEO of Associations West is the chief staff executive of the Corporation. The President/CEO is responsible for managing the day-to-day activities of the Corporation, including hiring and dismissals of other staff of the Corporation. The President/CEO sets salaries and benefits for the other staff.

The Board of Directors is empowered to retain the chief staff executive to carry out the functions of this Corporation.

The title of the chief staff executive will be determined by the Board of Directors. Duties will be assigned by the Chair and/or Executive Committee.

The current chief executive staff officer title is President/CEO.

A. Roles & Responsibilities – Governance

- The lines of authority for the management of the Corporation will pass through the President/CEO, who is the connecting link between the Board of Directors and all other employee personnel. The Board shall specify the duties of the President/CEO by way of a written agreement. The Board requires full and complete information from the President/CEO about all matters concerning the management of the Corporation as set forth in the approved policy.

- Efficient management of the Corporation can exist only through mutual understanding and complete cooperation and information exchange between the Board and the President/CEO.

  The President/CEO will:

- In consultation with the Chair of the Board, act in the best interest of the Corporation in areas in which specific authorization or directives are lacking and direct all management operations and activities of the Corporation in accordance with the Bylaws and policies set by the Board of Directors.

- Report to the Board of Directors through written or oral reports at all Board meetings and written reports at other times that the President/CEO may deem advisable, or the Board may direct or desire.

- Be responsible for setting all fees for Corporation activities, programs, and publications.

- Assure that committee chairs receive all pertinent files, materials, and information concerning their responsibilities. Information files and materials provided include but are not limited to: committee memberships; minutes and reports of meetings; records and correspondence concerning the committee's past, ongoing, and recommended activities; and budget and financial records. Board minutes will be distributed to committee chairs, as the President/CEO deems appropriate.

- Develop an emergency disaster plan covering fire, flood, and natural disasters.

- Perform the duties of the office within the context of commonly accepted association ethics as well as adhere to applicable governmental laws and regulations.

- Inform the Board of relevant trends affecting the Corporation.

- Report directly to the Chair of the Board, acting on behalf of the directors. The Board will intercede only in two circumstances: (a) if it is the judgment of both the President/CEO and Chair that the involvement of the Board is needed or (b) if the President/CEO becomes incapacitated. The Chair will, at each Board meeting, report significant policy-related actions taken on the Board's behalf by the President/CEO.

- Annually review the President/CEO position description and recommend revisions. Revisions may take place when the President/CEO contract is re-negotiated or otherwise by mutual consent between the President/CEO and the Board.

B. Roles & Responsibilities – Financial

The President/CEO will:

- Prepare or supervise the preparation of reports as required by the Board of Directors, such as quarterly financial statements, annual audits, membership reports, and minutes of Board and Executive Committee meetings.

- Respond in writing to the Board of Directors regarding the outside Auditor's management letter to justify, explain, and address any recommendations made. Auditor's recommendations will be carried forward from year to year.

- **In a timely manner, propose an annual budget for adoption by the Board that reflects the priorities established by the Corporation's Strategic Plan.**

- Maintain a balanced budget unless otherwise approved by the Board.

- **Conduct an audit every fourth year, and conduct a financial review in the years between audits.**

- A written report of such audit or review is to be presented to the Board. The Auditors also will provide a management letter to the Board of Directors that provides recommendations for providing improvements that could be made to the financial operations of the Corporation. Any reportable conditions should be part of the formal audit report.

- Collect and disburse funds for the Corporation within the confines of the established annual budget.

- **Provide quarterly reports to the Board on the status of the annual budget and financial condition of the Corporation.**

- Report to the Board any substantial deviation (five percent of the net or larger) from the established budget or change in the financial condition of the Corporation.

- Maintain adequate insurance against theft, casualty losses, and liability claims.

- Assure that assets are adequately maintained and protected and not risked unnecessarily.

- Not acquire, encumber, or dispose of any real property without the approval of the Board.

- Abide by the financial procedures and investment policies established by the Board. These will include:

    1. The fiscal year of the Corporation shall be from July 1 to June 30.

    2. Financial accounting methods consistent with generally accepted accounting practices.

    3. A modified accrual basis accounting system.

    4. Disbursing Corporation funds using checks drawn upon the appropriate depository account of the Corporation, made payable to the designated recipient of the funds, and in the amount of funds authorized and approved.

    5. Storing all financial records of the Corporation to assure confidentiality, safety, security, and integrity.

    6. Not removing financial records from the premises of the Corporation except as provided by law.

7. Not disclosing general financial information developed from the financial records of the Corporation without the express permission of the Board of Directors, except as provided by law.

- Rewards programs - credit cards.
  1. Any credit card account intended to be used exclusively for Associations West business will be established in the name of the President/CEO. The rewards points generated would be used for Associations West benefit, to be determined by the President. Use of points for personal benefit by the President should not occur unless approved by the Executive Committee.
  2. In the event the President leaves employment with Associations West, the points or rewards on the account should be transferred to another Associations West officer.
  3. Other corporate credit card accounts to be used by other employees may be opened at the discretion and supervision of the President/CEO.
  4. Associations West policy already calls for the President's credit card statements to be provided to the Treasurer.

- Other rewards programs. Rewards accounts established in the name of individual employees may be allowed to accrue to the personal benefit of that employee. The President/CEO may use discretion to establish other policies that allow rewards benefits to accrue to Associations West when Associations West purchases are the basis of those rewards.

C. Roles & Responsibilities – Staff

The President/CEO will:

- Assign all duties of Corporation staff and retain ultimate responsibility for the timely completion of such tasks approved by the Executive Committee.

- Abide by the standard Equal Employment Opportunity (EEO) and Affirmative Action (AA) policies of the Corporation, as well as applicable governmental laws and regulations, including all labor laws. These policies are kept on file at the Corporation headquarters.

- Assure that the staff responsible for handling the Corporation's funds and assets is bonded.

D. Roles & Responsibilities – Members & Outside Publics

The President/CEO will:

- Serve as the staff liaison with ASAE and other associations with similar interests and represent the Corporation at all appropriate meetings of those organizations.

- In coordination with the Chair of the Board, serve as chief liaison with governmental agencies regarding the interests of the Corporation and its members.

- Coordinate communications between the Corporation and its members and others, including the number and frequency of publications and their content.

- Attend all official Corporation functions when appropriate, including functions of other organizations at which the President/CEO represents the Corporation, such as the American Corporation of Association Executives (ASAE)'s annual and mid-year meetings and other functions as approved by the Chair of the Board. All normal business expenses will be reimbursed.

- Serve as the lead spokesperson for the organization to the press, along with the Chair. If the President/CEO and the Chair of the Board for the Corporation are not available, the Vice Chair & Secretary will answer press questions.

E. Roles & Responsibilities – Relationship with the Board of Directors in the Area of Monitoring Executive Performance

- The Board delegates responsibility for monitoring executive performance to the Executive Committee of Associations West. The Executive Committee will, however, seek input from the Board, Committee, and Council Chairs during the review process of the President/CEO.
- Monitoring Executive Performance process of the CEO. The following information items will be supplied to the Chair each year for the President/CEO's evaluation:
    1. The President/CEO's Evaluation of Self
    2. Accomplishments pursuant to the Strategic Plan
    3. Copy of Contract
    4. Copy of Incentive Policy
    5. Salary History
    6. Copy of Prior Year's Evaluation
    7. Copy of Form for Current Year's Evaluative Purposes
    8. Timeline for Action to Review the President/CEO
    9. Schedule Showing Salary and Benefits of Staff (for informational purposes only)

- The Chair of the Board shall research and compile comparative salary data as part of the President/CEO's evaluation process.

- The Chair of the Board may call a special meeting of the Executive Committee to review current issues or seek additional direction at any time.

- The Chair of the Board will be responsible for the Board's compliance with the President/CEO's contract. Contract discussions and negotiations will be conducted between the Chair of the Board and the President/CEO.

F. Performance Review Process. The schedule for the President/CEO Planning and Performance Review Process is outlined below.

Action	Date Due
President/CEO drafts annual goals and objectives for the next fiscal year for the Executive Committee.	July 30
Executive Committee reviews goals.	August 30
Goals presented to Board for approval.	September Board Meeting
President/CEO distributes mid-year report on accomplishment of goals.	December Board Meeting
A formal mid-year discussion between the President/CEO and Board Chair is scheduled to review performance and results.	January
Board Chair reports results of the President/CEO meeting discussion.	February Board Meeting
President/CEO distributes year-end report on accomplishment of goals.	May 1
Board Chair begins the process to solicit input from the Board and Committee/Council Chairs for the President/CEO year-end performance evaluation.	May 1
President/CEO provides self-evaluation to the Board Chair.	May 1
Executive Committee meets to jointly complete President/CEO year-end performance evaluation and develop compensation and/or contract changes.	May 30
Board Chair reports results of the evaluation to the Board.	June Board Meeting
Board Chair requests Board approval of compensation and/or contract changes.	June Board Meeting
Board Chair meets with President/CEO to conduct year-end performance review and compensation/contract modification.	June 30
New compensation goes into effect in the first pay period in July.	July 1

G. Pay-for-Performance/Incentive Plan

The Executive Committee will determine annually the amount of money to be budgeted for utilization for any and all Associations West incentive pay.

- CEO

The Executive Committee shall recommend to the Board any bonus or incentive plan annually for the CEO. If an incentive plan is to be utilized, it shall be developed and mutually agreed upon by the Executive Committee and President/CEO within the first quarter of the applicable fiscal year.

- Associations West Staff

The President/CEO has the authority to develop and/or provide a staff incentive plan based on the availability of funds and approved annually within the adopted budget.

CHAPTER VIII - Voting

- Every member of the Corporation is entitled to cast one vote in any matter voted on by the membership or in any election of an officer or director.

- Unless otherwise provided, the Board of Directors may submit any matter to the membership for a vote at any association meeting or by written ballot in lieu of a meeting. Rules for a quorum apply.

- Unless otherwise provided, any election or other matter voted on by the membership will be decided by a simple majority of votes cast.

- Response from five percent of the eligible membership constitutes a valid election.

- Proxy and absentee voting is not permitted.

- Electronic voting is permitted in accordance with the requirements of the Nonprofit Law.

CHAPTER IX - Executive Committee

A. Composition

The Committee consists of the Chair, Vice Chair & Secretary, Immediate Past Chair, Industry Partner Vice Chair, and Treasurer.

B. General Responsibilities

- The Executive Committee shall be a Board Committee empowered to exercise the full authority of the Board when the Board is not in session subject to the restrictions set forth in Bylaws Article 8.1.

- The Executive Committee will promptly report its actions to the Board.

- Executive Committee actions will be ratified at the next regularly scheduled meeting of the Board.

- The Executive Committee will be responsible to the Board.

- The Executive Committee will designate the salary and benefits package of the President/CEO.

- A majority of the Executive Committee will constitute a quorum at any duly called meeting of the Committee. The Chair will call meetings of the Executive Committee as the business of the Corporation requires. A meeting of the Executive Committee may be called at any time at the request of three members of the Executive Committee.

C. Budget Responsibilities

- The budget will be developed to support the annual work plan for the Corporation year and the implementation of the Corporation's strategic plan during that Corporation year, thus constituting an integral part of the annual work plan.

- The budget will be presented in a format consistent with the regular financial reports of revenues and expenses of the Corporation.

- President/CEO and Treasurer will prepare and present the annual budget for review by the Board of Directors prior to its effective date.

- The annual budget of the Corporation, as adopted by the Board of Directors, will remain in effect for the entire Corporation fiscal year, subject to specific amendment by the Board of Directors.

CHAPTER X – Leadership Development Committee (LDC)

A. Committee Recruitment & Composition The Immediate Past Chair (IPC), who Chairs the LDC, recruits all members of the LDC, being mindful of the composition of the Corporation membership.

1. The committee composition and related policies include:
    - Chaired by the Immediate Past Chair (IPC).
    - Five additional members (total of six).
    - Members should include two past chairs and three other members to be recruited from the membership.
    - IPC should be mindful that the composition of the committee reasonably reflects the composition of the Corporation membership (region, member type, title, etc.).
    - A majority of the committee shall be Association Professionals.

2. Additional Guidelines
    - The Chair of the LDC is the Immediate Past Chair of the Corporation. If that person declines or is unable to serve, then the Chair before him/her will be asked to serve in that position. If they are unable to serve, then the Chair of the Board may appoint a Chair of the LDC.
    - The members of the LDC serve a one-year term beginning July 1 of each year.
    - Members of the Board of Directors of the Corporation are not eligible to serve on the LDC, except in the case of the Immediate Past Chair.

B. Nominations Process

1. **Ineligible.** Members of the LDC are not eligible for consideration as candidates for the Board. Members will be made aware of this prior to accepting a position on the LDC.

2. **Open Nominations Process.** Members should be given an opportunity to nominate themselves or another candidate to serve on the Board. All candidates nominated will need to apply for consideration. The LDC will review the applicants and select those that will appear on the ballot.

    - A call for nominations shall be announced to the membership. Members may self-nominate.
    - All candidates will complete a nomination form that will be used by the LDC in its deliberations.

3. **The LDC will nominate Directors and Officers.** One nominee will be selected by the LDC to appear on the ballot for each open position for the coming fiscal year. Selection of Board nominees by the LDC will take into consideration, in the following order of priority:

    1. The nominee's experience and qualifications meet the requirements of the position and the aspirations of the organization;
    2. The nominee's contributions to and engagement with Associations West, as well as other associations and nonprofits; and
    3. Diversity of the nominees, being mindful of the composition of Associations West membership (including member type, organization demographics, gender, race, etc.)

4. **Policy of Ascending Leadership.** Associations West aspires to have a strong continuity of leadership, so the following policy should be used to guide the LDC:

- The Treasurer position is considered the first position in the leadership pipeline to eventually become the Chair.
- Candidates for the Treasurer position are required to submit an application to be considered by the LDC. All applications shall be considered confidential.
- Assuming a positive performance by the Treasurer during his/her term, that person should be considered the primary candidate the following year for the Vice Chair & Secretary position.
- Assuming a positive performance by the Vice Chair & Secretary during his/her term, that person should be considered the primary candidate the following year for the Chair position.

5. **Secondary Candidates.** The LDC, during its deliberations to secure candidates, should identify both a primary and secondary candidate for each position that is up for election.

6. **Approval of Candidates.**
   - The slate of nominees, whose consent has been secured, shall be approved by the Board of Directors before it is presented to members for voting.
   - The Board-approved ballot will be sent by mail and/or other electronic means to each member of Associations West entitled to a vote, at least two weeks before the ballots are to be returned, and two weeks before the installation of Directors and Officers.
   - Write-in candidates (applies to Directors only, not Officers) may be included with the returned ballots. For write-in candidates to be included in the final ballot (if one is required), the write-in candidate's name must have been submitted by at least five percent (5%) of the voting members, and the candidate must have agreed in writing to serve if elected.
   - If no qualifying write-in candidates are submitted, the draft slate of nominees becomes the final slate.

C. Scholarships

Associations West is committed to investing in its members' leadership skills by providing accessible professional development opportunities and fostering a strong sense of community.

This program combines a set of scholarship opportunities for our members to build their leadership skills and professional network. We aim to minimize barriers that hinder participation while empowering individuals to advance their careers.

The Associations West scholarship program is designed as a holistic opportunity to build your skills and career. Each applicant should let us know their learning goals and how the education program choices will be of benefit

to you. In addition, this program is designed to build your peer network and engage with the association community.

The LDC is responsible for awarding ten scholarships annually, two for each of Associations West's five leading programs:

- ELEVATE Annual Conference: Complimentary registration fee, travel, and hotel for three nights
- Advancing Together Mentorship Program: Complimentary registration fee ($500 value)
- Association Leadership Program: Complimentary registration fee, travel, and one night hotel stay
- Achieving Your CAE: Reimbursement for costs associated with achieving CAE certification up to $500, such as study group registrations and financial support to offset expenses (registration fee, books, and/or CAE study guide). This award can also be used for recertification.
- General stipend of $250 for attendance at other Associations West programs identified by the applicant to offset registration fees (for example, access to local programs if travel or time off is limited)

Scholarship winners will be chosen using the following criteria, in priority order:

- The learning goals and aspirations of the candidate.
- The contributions of the candidate (to Associations West, the industry, and/or other nonprofits)
- The diversity of the candidates

Diversity Statement for Scholarships & Awards for Applicants

Associations West aims to increase opportunities and remove barriers to accessing professional development and engaging with the association community.

Even if you do not believe you meet every qualification, we welcome applications from individuals passionate about advancing their education and contributing to their communities. Associations West wants to ensure a diverse representation of all social and professional identities better to reflect the diverse population of the Association Community.
Diversity at Associations West encompasses a broad spectrum of individual differences and experiences. We value and respect each person's unique, social, and professional qualities in the association community.

This includes, but is not limited to, professional experience, social identity, or other barriers to access Associations West programs not listed below. We invite you to tell us your story and how you will benefit from the opportunities that are part of the Associations West scholarship program.

- **Professional Experience**
  - Leadership Level
  - Geographic Scope (Local, State, National, etc.)
  - Economic Sector (Industry Type: Chamber, Medical, Education, etc.)
  - Staff Size
  - Annual Budget

- **Social Identity**
  - Racial and ethnic diversity
  - Gender identity, Expression, & Sexual Orientation
  - Socioeconomic status
  - Disability
  - Age
  - Religion
  - Geographic location (urban, suburban, rural)

CHAPTER XI – Volunteer Leadership Development Plan

A. Leadership Development Planning A set of strategies used to ensure that volunteers are recruited and successfully developed in order to provide a continuous corps of qualified individuals that are ready to ascend into volunteer leadership positions in order to fulfill the mission, vision, and objectives of Associations West.

B. Volunteer Leadership Development Plan The Volunteer Leadership Development Plan will ensure that the Corporation can fill key volunteer leadership positions with qualified candidates. These positions include the Board of Directors and the Chairs and Vice Chairs of committees and regional councils. The LDC, Board of Directors, volunteer leaders, and key staff will identify and develop potential candidates for key leadership positions.

The LDC is responsible for the recruitment and selection of Board candidates for voting by the Board and Corporation members. The Board Chair and Vice Chair & Secretary are responsible for the recruitment of committee and council Chairs and Vice Chairs.

C. Development Process The leadership/development planning process includes the following steps:

1. **Identify & Recruit Potential Committee and Council Chairs and Vice Chairs**

   Vice chairs typically serve as the Chair the following year. This allows them to gain experience prior to being the chair and provide leadership continuity to the organization.

Vice Chairs are typically identified and recruited from within the volunteers that serve on that committee or regional council. Leading candidates for Vice Chairs should exhibit many or most of the "Key Competencies" that are outlined below. Recommendations for Vice Chairs are usually developed by the current committee/council chair and appropriate staff member, with recommendations going to the Board Vice Chair & Secretary for approval (this allows Vice Chairs to serve as a Chair the same year the Board Vice Chair & Secretary takes over as Board Chair). The Vice Chair candidates are recruited at the discretion of the Board Vice Chair & Secretary, with either the Board Vice Chair & Secretary or committee/council Chair "making the ask" to serve as Vice Chair.

2. **Identify & Recruit Potential Board Candidates**

Board candidates are identified by previous experience or participation, self-nomination, or recommendations from colleagues, staff, or other volunteer leaders.

Previous Experience or Participation

Associations West will track the interest of select former Associations West leaders and committee volunteers. These individuals may have previously demonstrated leadership skills that will enable them to achieve success at the board level. Individuals who have previously served in volunteer leadership roles in similar organizations may be more concerned/aware of time commitments associated with a particular position. If a former leader/participant is ready to be considered for the Board, Associations West will recommend that they submit a candidate application to the LDC. If a former leader/volunteer is interested in Board service but does not have the time to commit, Associations West volunteers and staff will make referrals or recommendations for other volunteer opportunities as appropriate.

Future Board Leaders

Associations West volunteer leaders and staff members can identify other members as potential Board candidates. Future Board members should demonstrate high potential/ability that will enable them to achieve success. The process should promote a diverse slate of potential candidates where feasible. Associations West volunteer leaders and staff will contact potential candidates to identify interest, commitment, and preparedness for Board positions. If the future Board leader is ready to be considered, Associations West will recommend that they submit a candidate application to the LDC. If the future Board leader is interested in serving but is not yet prepared, the

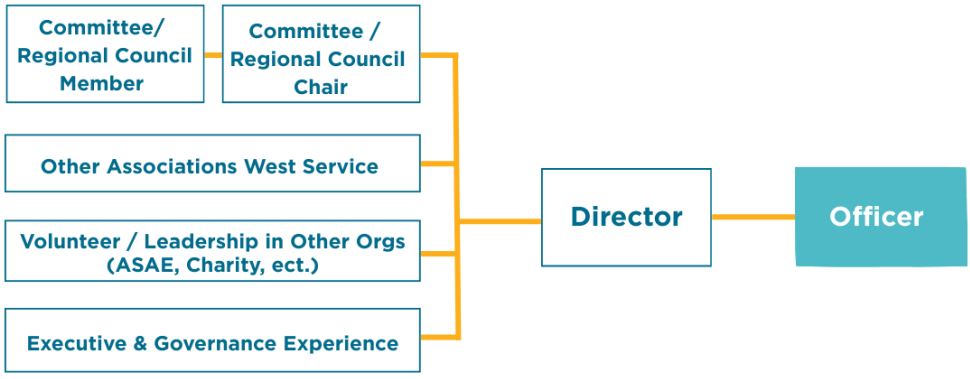
LDC will make referrals or recommendations for other volunteer opportunities as appropriate.

The Board should be actively involved with the recruitment and development process in reaching out to others.

3. **Candidate Review/Tracking**

   When appropriate, the LDC will track future leaders to ensure that potential Board candidates are continuing to build leadership experience with Associations West. The LDC will track candidates that express an interest during the year and expand the time period to receive nominations.

4. **Line of Development for Leadership Positions. Below is a set of sample pathways of potential leadership flow:**



Notes:

- Directors serve a two-year term and may serve one additional two-year term (total four years)
- Treasurer (officer position) is a one-year term with ascension to Vice Chair & Secretary
- Vice Chair & Secretary is a one-year term with ascension to Chair
- Chair serves a one-year term and then becomes Immediate Past Chair (one-year term)
- The commitment from Treasurer to Immediate Past Chair is four years

5. **Key Competencies for Volunteer Leaders and Board Members.** The following is summarized from ASAE's *Building Better Association Boards (2019)*.

Group Skills:

Team Orientation. Preference and understanding to solve problems in groups rather than as an individual; prioritize group goals over individual priorities.

Interpersonal Skills:

Communication is the ability to convey information effectively and to listen to others.
Relational competency is the ability to nurture the development and cohesion of a team by building trusting relationships.
Influence is the capacity to have an effect on the behavior and decision-making of others.
Reputation is the perception others have of the character or capabilities of an individual.

Personal Leadership Skills:

Strategic competency is the ability to analyze issues and make decisions that set and support the intended direction of the organization.
Innovation results in the creation of new solutions and fosters new ideas.

Technical Skills:

Knowledge of the field and organization gives board members important context to make informed decisions and provide direction for the Board.
Expertise and experience are knowledge and information in areas that the Board needs to offer guidance and advice on critical issues.

6. **What Volunteer Leaders Can Expect:**

- Complete understanding of the position – time required, required tasks, duties
- To feel welcomed
- Good training
- Opportunity to do interesting work
- To be appreciated
- To be communicated with
- To know they are helping to make their community a better place
- To be socially connected
- To learn something new

CHAPTER XII - Committees

A. Committee Leadership and Structure

1. All meetings of the Corporation shall be governed by the current edition of Robert's Rules of Order Newly Revised except where superseded by these bylaws or other applicable law.

2. Attendance at Board Meetings
   a. All volunteer leaders (Committee and Council Chairs and Vice Chairs) are invited and encouraged to attend board meetings, particularly those that take place locally within their region.

   b. Attendance is expected in the following circumstances:
      - Committee Chairs: When the committee is making a formal report, requesting board action, or when the meeting is located in their region.
      - All volunteer leaders are expected to attend the Volunteer Leadership Retreat.

3. Appointments & Composition
   a. The Chair, with the approval of the Board of Directors, may establish committees, sub-committees, or task forces as needed.
   b. President/CEO of the Corporation will be an ex-officio member without vote on all committees, councils, sub-committees, or task forces as needed.
   c. The Chair of the Board will identify the committee and regional council chairs whose terms in office will be the same as the term of the Chair of the Board, and these individuals will serve as Vice Chair of their respective committees during the same period. This policy encourages the selection process to occur during the period in which the incoming Board Chair is serving as the Vice Chair & Secretary of the Board. Therefore, the Vice Chair & Secretary of the Board will select the Vice Chairs of each committee during his/her term as Vice Chair & Secretary of the Board.
   d. The Chair of the Board will select the Chair of any advisory committee, council or other committee or task force formed directly by the action of the Board of Directors. When making such appointments, the Chair may appoint members who are temporarily unemployed.
   e. Each Committee and Council is encouraged to have a leadership structure that consists of one Chair and two Vice Chairs. Composition of the Vice Chairs are preferred, but not required, to be one Professional Member and one Industry Partner.
   f. The Chair of each committee or council may select the chair of any sub-committee or task force associated with or formed by that committee. However, the selection of sub-committee and task force chairs should be done in consultation with the Chair of the Board and/or President/CEO.

4. Purpose & Roles

a. Committee and council structure, including committees prescribed in the Bylaws, will be an element of each current and strategic plan approved by the Board of Directors.
b. **The Board of Directors will approve statements of purpose (Mission) for each committee and regional council. Such statements are to be made a part of the annual Membership Directory.**
c. The Chair of the Board will provide in writing to each standing committee and council an approved statement of purpose and specific charges or objectives contemplated by the annual work plan, budget, and financial goals.

B. Committee and Council Responsibilities

- Committees and councils will report their projected activities and recommended budget requests with a rationale to the Board of Directors in time to be included in the annual work plan and annual budget.

- No committee or council Chair or member may take any final action or make any public statement on behalf of the Corporation without the prior approval of the Board of Directors unless the President/CEO deems it to be an emergency, in which case the authorization may come from the President/CEO and/or the Executive Committee. All committee and council decisions are advisory until accepted and approved by the Board of Directors.

- Funds may not be expended or obligated by any committee or council for any purpose unless in accord with the approved budget and financial goals for committee activities. Amounts in excess of the budget may not be spent or obligated without the prior approval of the Board of Directors.

C. Conflict of Interest

- Conflict of interest policies for the Board of Directors, committee members, and volunteers are retained in Chapter V, Section F.

D. Committee/Council/Task Force Principles

The Board may establish committees/task forces to help carry out its responsibilities. (see Chapter VIII for regional councils)

- Board committees/task forces may not speak or act for the Board except when formally given such authority for specific time-limited purposes. Expectations and authority will be carefully stated in order to avoid conflict with the authority delegated to the President/CEO.

- Board committees are to help the Board and staff do their jobs. Board committees/task forces ordinarily assist the Board by preparing policy alternatives and implications for Board deliberations.

- Board committees/task forces cannot exercise authority over staff.

- Committee Chairs are appointed by the Chair of the Board.

E. Legislative Policies

Legislative Advisory Work Group. The purpose of the Legislative Advisory Work Group is to inform and engage members about advocacy trends and practices and public policy issues that may significantly impact the general business practices of associations. The LAW Group also provides advice to the Associations West President/CEO to assess the impact on association of public policy issues (legislative, regulatory or budget), to determine whether Associations West should adopt a position on those issues, and to develop strategies that inform and engage members of those issues. The LAW group should make reasonable efforts include members from California, Oregon and Washington that are informed of the legislative process and culture in those states to support its advisory role.

Advocacy Policy. Associations West may take positions on public policy issues (legislation, regulatory or budget) when directed at, and would have a significant impact on, the general business practices of associations (as determined by the President/CEO). Associations West does not regularly take positions on general public policy issues.

The Board delegates authority to the President/CEO, in conjunction with the Board Chair, to take positions and engage members on public policy issues when necessary. The Board shall be informed of such positions and actions. The Board may review and modify future advocacy positions through policy direction.

F. Awards Committee - Honors & Awards

Annually, the Corporation recognizes outstanding contributions by members of the Corporation. Awards include, but are not limited to, the following:

California Association Executive of the Year: Presented to an Association Professional member of Associations West who is the CEO of a professional Corporation, trade association, or charitable/educational organization.

Geri Hayes MacDonald Staff Achievement Award: Presented to a senior-level or administrative staff employee who is an Association Professional member of Associations West.

Industry Partner of the Year: Presented to a supplier/partner who is an Industry Partner member of Associations West.

Emerging Professional Rising Stars: The awards would be presented to both an association professional and industry partner member in each region. Recipients must be under the age of 40 or have under 7 years in the industry at the time of nomination.

The Association Executive of the Year, Staff Achievement Award, Industry Partner of the Year Award and Emerging Professional Rising Star Awards are conferred at the Annual Conference.

Regional & Statewide Awards

The Bay Area, Capital, Southern California, and Oregon Regional Councils may grant awards to outstanding individuals at the regional level.

Awards conferred by the Corporation will reflect statewide recognition. To ensure the broadest input, each council will have representation on the statewide Awards Selection Committee.

Awards Committee – Conflict of Interest Policy

Members of the Awards Committee should not nominate individuals for an Associations West award to avoid any potential conflict of interest. However, committee members are expected to encourage other individuals and groups to participate in the nominations process.

In the case that a member of the committee is nominated for an award, the committee member has the option to resign or continue as a member of the committee. If the individual accepts the nomination, he/she would therefore resign from the committee; if the individual declines the nomination, he/she would continue as a member of the committee. In the case where the individual declines the nomination, his/her name will automatically be submitted as a nominee the following year.

In the case where an individual resigns or is unable to serve on the committee, the following guidelines will be used to find a replacement: (1) If the individual is a regional representative, the Chair of that region will be allowed to identify a replacement; (2) If the individual is a former award winner, a past winner of that award will be asked to participate on the committee, beginning with the most recent winner.

Awards Selection Process
Nominations for candidates for each award category are solicited annually from the Corporation membership. Completed nomination information is reviewed by the Awards Committee. The committee uses established selection criteria and guidelines to evaluate nominated candidates and select award recipients. This is generally accomplished by committee members completing individual ratings in advance of a conference call in which results are compared and recipients selected. While prior

winners can be considered for future awards, the fact that they have won the award, and how recently, should be duly considered by the committee.

Award Committee Composition: (eight total members)
- One member from each of the four regions
- Past award recipient for each award
- Past Executive of the Year stays on for 2 year (1st year as vice-chair, 2nd year as chair)
- Staff Liasion

Criteria for Association Executive of the Year Award*
Eligibility Criteria:
- Current Association Professional member of the Corporation
- CEO of a professional Corporation, trade association, or charitable/educational organization

Evaluation Criteria
- Level and amount of volunteer contributions to Associations West
- Extend to which nominee's activities increased community awareness of Associations West services or membership
- Extend of nominees contributions to the employing organization
- Level of community service and leadership in other organizations

Criteria for Staff Achievement Award
Eligibility Criteria:
- Current Association Professional member of the Corporation
- Senior-level (other than CEO) or administrative staff employee
- Employed by a professional Corporation, trade association, or charitable /educational organization

Evaluation Criteria:
- Level and amount of volunteer contributions to Associations West
- Extend to which nominee's activities increased community awareness of Associations West services or membership
- Extend of nominees contributions to the employing organization
- Level of community service and leadership in other organizations

Criteria for Industry Partner of the Year Award
Eligibility Criteria:
- Current Industry Partner member of the Corporation

Evaluation Criteria:
- Level and amount of volunteer contributions to Associations West
- Extend to which nominee's activities increased community awareness of Associations West services or membership
- Extend of nominees contributions to the employing organization
- Level of community service and leadership in other organizations

Emerging Professional Rising Stars Eligibility Criteria:

- **Association Professional**
  - Current Association Professional member of Associations West
  - Under the age of 40 or under 7 years of experience in the industry
  - Employed by a professional society, trade association, or charitable /educational organization
  - CEOs/EDs and Executive Committee AW Board members not eligible

- **Industry Partner**
  - Current Industry Partner member of Associations West
  - Under the age of 40 or have under 7 years of experience in the industry
  - Executive Committee AW Board members not eligible

Emerging Professional Rising Stars Evaluation Criteria:

- Level and amount of volunteer contributions to Associations West
- Extent to which nominee's activities increased community awareness of AW services or membership growth
- Extent of nominee's contributions to the employing organization
- Level of community service and leadership in other organizations

Please note that Associations West Officers are not eligible to receive the above awards.

Guidelines for Review of Award Nominations

Review of nominations will consist of two phases:
Phase One: Numerical rating of all candidates to select the top two to three.
Phase Two: Discussion of top scorers and selection of the winning candidate.

INDIVIDUAL AWARDS
Phase One - Selection Criteria
(a numerical rating of all candidates)

Selection of the recipient should be based upon the scope of the nominees:
Category 1: Contributions to the Corporation
Category 2: Contributions to the association management profession

Using a scale of 1-10, 10 being highest for Category 1, and a scale of 1-5, 5 being highest for Category 2, nominees will be evaluated using the following template:

Category 1 – Contributions to Associations West (category #1)

- Level and amount of volunteer contributions to Associations West
- Extent to which nominee's activities increase community awareness of Associations West services or membership growth

Category 2 – Contributions to the Association Management Industry (category #2)

- Level of community service and leadership in other organizations
- Extent to which nominee's accomplishments contribute to the betterment of the association management profession
- Extent of nominee's contributions to the employing organization

Sample Rating Format

CATEGORY 1 - Contributions to Associations West	**Rating Scale (1-10, 10 being highest)**
Level and amount of volunteer contribution to Associations West	(10 points max)
Awareness of Associations West awareness/membership growth	(10 points max)
CATEGORY 2 - Contributions to the Association Management Profession and civic organizations	**Rating Scale (1-5, 5 being highest)**
Level of community service and leadership in other organizations	(5 points max)
Achievements of the nominee with his/her employing organization	(5 points max)
TOTAL	(30 points max per candidate)

Phase Two - Review and selection of the top candidate.
Scores will be tabulated and used as the initial assessment for award winners. Additionally, the committee should then discuss the scores and the overall criteria as part of its deliberations in determining the final winner for each award.

G. Liaisons with Related Organizations

- The Corporation will cooperate and/or coordinate its activities with other organizations, which may include the formation of a liaison advisory committee when such activities affect the objectives and activities of the Corporation.

- Co-sponsorship of events with other organizations must be in the best interest of Associations West. The determination to co-sponsor events will be made on a case-by-case basis.

H. Audit Committee – Composition, Charter & Policies

1. Composition. The Audit Committee shall be composed of three members. The Chair of the Board shall appoint the Chair of the Audit Committee. The Chair of the Audit Committee shall then appoint the remaining two members (one will be a board member and one will be an at-large member). At least one member of the Audit Committee shall be designated as a financial expert. The Associations West Treasurer shall not be on the committee. The audit committee shall meet at least two times per year, either in person or by

teleconference, including at the time that the Corporation releases its annual financial statements.

2. Charter. The Audit Committee will appoint the independent auditors to be engaged by the Corporation and establish the audit fees of the independent auditors.

   The Audit Committee will be responsible for meeting with the independent auditors in executive session before the audit or review work has begun and after the audit or review work is completed. The meetings should focus on:
   - Reviewing and approval of the scope of work for the audit or review, including any specific areas of review desired by the committee.
   - Review of the financial statements prepared by the independent auditor prior to their being finalized.
   - Review of the report of the independent auditor based on their work during the audit, including any significant findings or recommendations.
   - Review of Form 990 prior to being presented to the Board for approval.

   The Audit Committee will review with the independent auditor the audit scope and plan of the independent auditors.

   The Audit Committee will review with the independent auditor and the President/CEO of the Corporation annual financial statements and related footnotes, the independent auditors' audit or review of the financial statements, and their report thereon. The independent auditors shall provide judgment about the quality, not just the acceptability of the Associations West accounting principles applied in its financial reporting, any changes required in the independent auditor's audit or review plan, any serious difficulties with management encountered during the audit or review, and any matter required to be discussed by the Statement of Auditing Standards (SAS) No.61, Communication with Audit Committee, as amended, to the conduct of the audit or review.

3. Audit and Review Policy. The organizational policy is to conduct an audit every four years, with a financial Review conducted in the interim years.

   Exceptions to this policy include:
   - A full audit can be required by the Board or the Audit Committee at the discretion of either body.
   - A change in staffing for those that have significant financial responsibility will automatically trigger an audit for the next engagement.

4. Associations West Officer's Responsibility. The Associations West Officers have specific legal obligations to ensure that Associations West provides full, fair, accurate, timely, and understandable financial reports and internal

controls. Officers may not divulge confidential or proprietary information except as authorized by the President and Chief Executive Officer.

Any officer who knows, or has reason to believe, of violations to this or other Corporation policies and procedures is expected to report the violation to the President/CEO. Reporting may be anonymous. No officer will be subject to retaliation, discrimination, or other adverse treatment for reporting known or suspected violations of this and other Corporation policies and procedures.

I. Volunteer Policies:

1. **Attendance Policy.** Committee & council members are expected to regularly attend meetings. Regular attendance is critical to each committee's and council's ability to perform their responsibilities and to ensure members have strong knowledge and good communications in the committee/council activities, policies, and decision-making processes. Therefore, if a member is unable to attend regularly, the following reminders and actions should be taken by the Chair of the committee or council.
    a. Missing two meetings. The volunteer will be politely reminded of the policy and an inquiry made if the volunteer will be able to regularly attend meetings in the future.
    b. Missing three meetings. The volunteer will be sent an email thanking them for their service and will be removed from the committee.
    c. The Chair of the committee or council has the discretion to use his/her judgment in implementing this policy. The Chair has the authority to consider appropriate circumstances that may warrant exceptions to this policy.

2. **Operational Guidelines.** The following guidelines and policies are established to support the strong operations of each committee and council.
    a. Quorum. Committees and councils will operate under Roberts Rules of Order. This means that a majority of members are required to take action (make motions, approve minutes, approve policies, etc.)
    b. Orientation. Each committee and council should have at least one formal orientation at the beginning of the committees/council cycle (typically July 1).
    c. Volunteer Expectations. Each Committee and Council should be deliberate, at least once a year, in asking its volunteers what they would expect or desire to get out of their volunteer experience.
    d. Evaluation. Each Committee and Council should review and evaluate their activities formally at least once each year. Such evaluations may include a survey of the volunteers. Suggestions and recommendations that have consensus should be incorporated for next year. The exception would be suggestions that have a specific budget or resource impact, which would need board approval.
    e. Outreach to new volunteers. It is suggested that one-on-one follow-up occurs by either the committee or council Chair or another member of the committee. Current members on the committee or council can be

assigned to new volunteers as a point of contact so the new member has an identified point-of-contact to approach with questions or suggestions.

f. Flexibility. Each committee or council is encouraged to have two "tiers" of membership: Association Professional members who are expected to fully participate and be voting members and "part-time" members who will have more limited involvement and be focused on specific projects or tasks. The "part-time" members will not be counted toward a quorum but will receive all committee or council communication.

CHAPTER XIII – Regions

A. Definition

A Region is a geographical unit of the members duly recognized or formed by the Board. Each member has regional representation.

- Regions may be formed subject to the Policies & Procedures specified by the Board. The Board has the authority to create or deny new Regions.
- Regions may be formed, realigned, created, or dissolved by the Board when it determines it is in the best interest of the Corporation.
- Each member will belong to the Region of his/her choice. This will determine which Regional Council the member may serve.

B. Regional Council

Summary: Associations West Regional Council members are selected by the local Regional Council, serve at the pleasure of the Board, and work with the regional council chair and staff to achieve the council's mission and goals.

Regional Council Goal: Build a community among its members with a culture and environment that produces valued relationships.

Responsibilities of the Regional Council:

1. Membership recruitment and engagement.
2. Networking development and enhancement.
3. Leadership development opportunities.

C. Update & Revision of Purposes

When appropriate, the Board and each Region will review the purposes of the Region and update and clarify those purposes through Board policies and procedures or specific agreement.

D. Regional Staff

Regional staff will be hired, reviewed, and discharged by the President/CEO.

CHAPTER XIV – Amendment to Bylaws

The Board may amend or revise these Bylaws, provided that any such amendment or revision shall be subject to ratification by the duly voting members.

CHAPTER XV - Dissolution

In the event of the dissolution or final liquidation of the Corporation, its remaining net assets will be distributed to nonprofit corporations or associations that are exempt from Federal Income Tax under section 501(c) of the Internal Revenue Code, as determined by the Board of Directors.

Upon dissolution, the CEO/President and Treasurer shall pay all debts and obligations outstanding. The remaining assets will be distributed by a majority vote of the Board of Directors to a qualified non-profit entity constituted for the same or similar purposes as this corporation.

No part of such net assets may inure to the benefit of any individual member or person. Any assets held in trust will be disposed of in a manner required by law or appropriate court order.