

**ALAMEDA CHAMBER &
ECONOMIC ALLIANCE**

Policy Manual

Adopted September 2021

Modified, 1/17/24

This Alameda Chamber of Commerce Policy Manual is a collection of the policies and procedures of the Alameda Chamber of Commerce (hereinafter “Chamber of Commerce” or the “Chamber”). It is intended for use by Chamber members, leaders, and staff. These policies also apply to any and all subsidiaries of the Chamber, including the Alameda Chamber Foundation.

In addition to the policies set forth in this Policy Manual, the provisions of the Chamber Bylaws and the Chamber Board Handbook shall also be considered Chamber policy and are subject to change.

Periodically, revisions, additions, and/or deletions to the Policy Manual are approved by the Board of Directors. When this occurs, certain materials in this Manual may be outdated until its next publication. When in doubt, contact Chamber staff with questions about Chamber policy.

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Article 1: General Policies

Section 1: Mission and Vision

The Alameda Chamber of Commerce is the preeminent organization behind the building and supporting of a thriving economy for Alameda.

We are a champion for businesses of all sizes and backgrounds, convener of leaders and influencers dedicated to innovative solutions, and a catalyst positioned to spark economic and business growth.

Our vision is to create a vibrant, diverse community by championing Alameda business, convening leaders to create educational opportunities, advocating for growth, and acting as a catalyst for change.

Section 2: Affiliations

There is no objection to a member or director being a member of any organization which is not in direct conflict with the aims, purposes and objectives of the Chamber. No public statements shall be made by any director, which are against the Chamber's aims, objectives or policy. Even when acting purely as an individual, the public statements and opinions of any Chamber director can be, and are, apt to be interpreted as official Chamber policy.

Section 3: Use of Name and Logo

Chamber members and directors may only display the Chamber logo on their individual membership certificate. Under no circumstances may a member or director affix the Chamber's logo on the stationery or other printed literature without the prior written consent of the Chamber. Likewise, members may not use the phrase "Alameda Chamber & Economic Alliance," or any similar phrase (such as Alameda Chamber of Commerce) on such printed matter.

Section 4: Anti-trust Compliance Policy

The Alameda Chamber & Economic Alliance is committed to strict compliance with federal and state anti-trust laws. The anti-trust laws are designed to promote free and open competition and to penalize any activities that unreasonably lessen business rivalry. These activities include: agreements among competitors on prices, agreements to boycott third parties, and agreements to divide markets. Because Chamber meetings bring together competitors, any unauthorized discussion of such topics would possibly lead to an inference that an illegal agreement was reached.

Accordingly, the following guidelines apply to any meeting or other activity conducted under the

auspices of the Chamber:

- The Chamber staff shall be present at all times.
- There shall be no discussion among competitors of prices, discounts, or other terms and conditions of sale.
- There shall be no discussion of any agreement or understanding to boycott a third party or to deal with it only on certain terms.
- Without prior authorization, there shall be no discussion of agreements to deal exclusively with certain parties, requirements that purchasers of particular products or services purchase other products or services, standard-settings, certification, statistical reporting, or codes of ethics, and other self-regulatory activities.
- The Chamber's staff shall keep minutes of all Board of Directors meetings (does not apply to Committees, Councils, Task Forces, or other activities) under the supervision of the President/CEO.
- The Chamber staff shall immediately terminate any discussion that may violate these guidelines.

Since severe civil and criminal penalties, including fines and imprisonment, can result from violations of these anti-trust laws, whenever there is doubt about how to apply these guidelines, the Officers, Members, and guests of the Chamber should consult the President/CEO.

Article 2: Board Members

Section 1: Board Composition

The composition of the Board shall be as set forth in the Bylaws of this Chamber.

Section 2: Board Chair

The powers and duties of the Chair are as follows:

1. To preside at all meetings of the Board of Directors;
2. To preside at all meetings of the Executive Committee;
3. To preside at all meetings of the Members of the Chamber;
4. To call special meetings of the Board of Directors, at such times as he/she may deem proper;
5. To sign, as the Chair of the Chamber, all instruments in writing that may require such signatures, and to perform such other duties as the Board of Directors may determine;
6. To be an ex-officio member of all committees.

Section 3: Board Chair-Elect

The Board Chair-elect should have the same qualifications as a Board Chair and is responsible for all duties assigned to the Board Chair in the Board Chair's absence. The Chair-Elect will perform the duties and responsibilities assigned by the Chair and will assume the duties of the Chair of the Board in the event of the death, resignation, disability or in the absence of the Chair of the Board. The Chair-Elect will assume the role of Chair of the Board upon the completion of the Chair's term.

The chair-elect will perform the duties and responsibilities assigned by the Chair and will assume the duties of the Chair of the Board in the event of the death, resignation, disability or in the absence of the Chair. The Chair-Elect of the Board will assume the role of Chair-Elect upon the completion of the Chair-Elect's term.

Section 4. Board Vice-Chair

The Board Vice-Chair shall have the duties as may be assigned from time to time by the Chairperson or Board of Directors.

Section 4: Treasurer

The Treasurer will, under the direction of the Board of Directors and subject to the terms and provisions of these Bylaws, provide oversight and advise the Executive Committee regarding the fiscal operations of the Chamber. The Treasurer will review financial reporting, work with the Board and staff to maintain and improve financial health of the Chamber and to implement reasonable financial practices supporting fiscal health of the Chamber. The Treasurer will assist in the preparation and submission of the annual budget to the Board and will compile the Chamber's financial and business records for submission as a monthly financial report to the Board. The Treasurer will make recommendations regarding the receipt, investment, and disbursal of the Chamber's funds. The Treasurer will be responsible for the coordination required to file the Chamber's annual tax returns and ensure its filing by the IRS filing deadline. If an extension is required, the Treasurer is responsible for requesting the extension before the filing deadline with approval of the Executive Committee.

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Section 5. Secretary

The Secretary shall keep full and complete records of the proceedings of the Board of Directors and will supervise the keeping of the minutes of the Chamber. The Secretary may appoint a Chamber staff member to keep minutes of meetings.

Section 6: Immediate Past Chair

The Immediate Past Chair shall have the same role and function as all other Directors.

Section 7: Board Director Member and Trustee

The Board of Directors' responsibilities include:

1. Attending Monthly Board of Directors Meetings;
2. Attending mixers quarterly;
3. Attending Chamber Signature Events;
4. Set policies and budgets for the year; and,
5. Serving on one or more committees or sub-committees, leadership groups, or coalitions of the Chamber.

Additionally, Directors are expected to (1) support the Chamber’s annual signature events by sponsorship of virtual or in-person table, or to promote signature events by seeking sponsorship from other businesses (if so, a minimum of two tickets is required) and (2) referring a minimum of two prospective Chamber members annually to the CEO for follow-up/recruitment.

Section 8: Financial Commitment

1. Ensure your organization pays dues and fees assessed by the Chamber in a timely manner.
2. Actively recruit new Members.
3. Actively support retention efforts of current Members.
4. Actively support / recruit sponsors for Chamber events, programs, and publications.

Section 9: Legal Obligations

Board of Directors may not legally bind the Chamber to any action or policy without a prior official Board vote authorizing such action. A director will not create barriers to implementing Board policy that was adopted.

Fulfill Fiduciary and Legal Responsibilities

1. Fiduciary position of trust, confidence, and responsible obligation to others.
2. Legal Duty of Care
 - a. Discharge duties in good faith utilizing diligence, care, and skill.
3. Legal Duty of Loyalty
 - a. Demonstrate allegiance, practice confidentiality, not using position for personal gain, act in best interest of organization.
 - b. If conflicts of interest exist, divulge them and excuse oneself from Board actions.
4. Legal Duty of Obedience
 - a. Remain loyal to mission, follow Bylaws, assure Chamber’s legal compliance.

Please see *Bylaws* for consequences of these not being fulfilled.

Section 10: Code of Conduct

Director must:

1. Not attempt to exercise individual authority over the organization;
2. Not express individual judgements about the performance of the Executive or Staff outside of members of the Board;
3. Respect the dignity, values, and opinions of each Board member;
4. Encourage responsive and attentive listening;
5. Commit to positive and constructive forms of interaction;
6. Focus on issues, not personalities; encourage the opinions of others;
7. Recognize that differing viewpoints are healthy in the decision-making process. A director has the right to disagree, but will do so without being disagreeable;
8. Recognize the value of the chain of command; when approached by staff, constituents, or the public, a director will channel all inquiries to the Chairman; and,
9. Develop a working relationship with the Chairman so that issues and concerns can be discussed openly and comfortably.

Matters discussed at any and all Board and Executive meetings may be confidential whether formally declared so or not. Board and Executive members shall exercise sound discretion in the form of avoiding discussion of matters that may be or are confidential unless otherwise authorized or directed by the Board.

The Alameda Chamber of Commerce will ensure that Board Members and staff are not related personally in any way that compromises their judgement, in actuality or in the perception of our members.

Violation or breach of this policy that is determined to have interfered with the operations of the organization could result in the dismissal of the Board Member, staff member, or both. A Board Member who has been found to have breached this policy may be asked to resign by the Chair of the Board. It is recommended that this action be taken after counselling the Board Member on their behavior and consulting with the Executive Committee.

Article 3: Committees

Section 1: General Policies

The Board of Directors may establish committees and determine the role, function, authority and budget of each committee. All committee Chairs will maintain minutes for all committee meetings.

Section 2: Functions

Committees may conduct research, analyze issues, make recommendations to the Board, and carry out such activities as may be delegated to them by the Board. They will report their

progress and results of their assigned activities to the Board. Each committee Chair is directly accountable to the President/CEO for coordination, performance or assistance.

Section 3: Composition

Members in good standing are eligible as committee members for the Chamber. A Chair will be appointed by the Chair of the Board to preside over the committee. The committee Chair will assist in recruiting members for the committee with assistance from the President/CEO and approval from the Chair of the Board.

Besides committee members who have volunteered for and been accepted to serve on the committee at the direction of the Chair, other members in good standing who are not formally approved and appointed members may be invited to attend the committee meetings for information or resource purposes only, but cannot vote on any policy recommendations.

Section 4: Quorum

At all committee meetings, including the Executive Committee, a majority will constitute a quorum. No quorum requirement is provided for subcommittee meetings.

Section 5: Standing Committees/Programs

Part 1: Finance Committee

The Finance Committee will be a standing committee chaired by the Treasurer and will contain two or more Members of the Board of Directors. The financial books will be reviewed annually by the Finance Committee and be subject to external audits, by auditing professionals, every three (3) years, if budget allows and the Board deems necessary.

Part 2: Executive Committee

The Executive Committee is composed of the Chair, Chair-Elect, Vice-Chair, Secretary/Treasurer, Immediate Past Chair and the President/CEO (ex officio, without the right to vote.).

The Executive Committee is a subcommittee of, and accountable to, the Board of Directors, and is empowered to take any action which could lawfully be taken by the Board of Directors between meetings of the Board of Directors, subject to the provisions of this policy. Generally, final decisions on actions and issues should be made by the Board of Directors unless doing so is impractical. All actions taken and policies approved by the Executive Committee shall be included on the agenda for the next Board of Directors meeting for full disclosure, discussion, and ratification or revocation. All actions taken or policies approved by the Executive Committee must be consistent with existing Chamber policies and resolutions.

Part 3: Nominating Committee

The Nominating Committee consists of three (3) Directors and two (2) other Members of the Chamber. The Committee will, within a period of not less than thirty (30) days prior to the annual election, propose candidates equal to the number of vacancies to be filled. Ballots will

include a provision for write-in candidates. Candidates for election to the Board must be Members in good standing at the time they are nominated.

The Nominating Committee will endeavor to achieve a reasonable balance among industrial, distributive, retail, service and professional industry representation among board members, as well as a reasonably representative balance based on geographic region, race, gender and similar factors.

Part 5: Events & Fundraising Committee

This committee's mission is to evaluate and support the annual signature Chamber events including participation in the planning process and executing steps to ensure success and profitability. The committee also formulates and directs communication activities, emphasizing brand, marketing, internal and external communications for all chamber events.

Part 7: Ambassador Committee

The Ambassador Committee acts as an extension of the Chamber and is a recognized liaison group between the Chamber, its members, and the community.

The mission of the Ambassadors is to actively promote and represent the Alameda Chamber of Commerce in the business community. The committee orients new members on the benefits of Chamber membership, helps existing members remain involved, and refers prospective members to the appropriate channels.

Part 8: Maritime Committee

Maritime is historically the largest economic sector on the island. The Maritime Committee addresses the maritime industry's needs, concerns, and challenges, works on goals and objectives in that arena, and strategizes to implement solutions.

Part 9. Alameda Emerging Leaders (AEL)

AEL is a professional leaders group designed around the needs of entrepreneurs, innovators, and those beginning their careers with interest in future leadership. The group's mission is to connect, promote, and support local young (and young at heart) professionals through social activities, community involvement, and professional development with the goal of making Alameda a more desirable place to live for emerging leaders.

Part 10: Economic and Government Affairs Committee (EGA)

The EGA is responsible for creating awareness and building advocacy for legislative priorities adopted by the Chamber. The EGA also promotes the local, state, and federal legislative interests of the business community and works to highlight and discuss issues of interest. It is dedicated to identifying and solving the key economic issues facing the City of Alameda.

Additionally, EGA is responsible for directly contacting elected officials to consider the Chamber legislative agenda and other key issues, providing strategic direction on legislative initiatives focused on business.

Every year, the Chamber outlines its legislative agenda with an eye on local, state, and federal legislation. Through interviews, research, discussion, and debate, the EGA develops positions based on the Chamber's legislative agenda, and advocates at all levels of government and throughout the business community. The Chamber's legislative agenda is based on feedback from Chamber members, investor partners in the community, local/state government, and educational institutions.

There are two primary types of advocacy the Chamber may get involved in:

individual member business advocacy where a member requires the assistance of the Chamber for introductions or requests Chamber support for their business issue such as in the case of a letter of reference/support for a City lease or zoning challenge; or

legislative advocacy where the Chamber works with local resources in support for or against an initiative or ballot measure such as the work completed on behalf of restaurants during COVID to allow them to acquire additional (albeit temporary) outdoor space through parklets.

Sub-Part 1: Composition and Duties

The EGA is comprised of a Chair, co-chair (if needed), and committee members who perform duties at the request of the Chair. Duties of the EGA Chair include, but are not limited to, leading EGA meetings online and/or in person, serving as a legislative key contact for the Chamber, and attending and speaking at local legislative meetings and/or Chamber events. The Chair of the EGA makes recommendations to the Executive Committee and must be a board member in good standing.

The role of the EGA Committee includes, but is not limited to,

- Building strong relationships with members of local, state, and/or federal government leadership.
- Publishing an annual legislative agenda that articulates the underlying principles that shape Chamber public policy statements and determines legislative priorities.
- Expanding the Chamber's legislative programming.
- Recruiting other volunteers to participate in EGA.
- Helping Chamber staff and Board determine the impacts of legislative proposals on operations and functions.
- Staying informed about legislative issues and status and keeping staff, board, and membership informed on communications and legislative activities.

Sub-Part 2: Advocacy

1. Individual Member Advocacy

When a member business requires assistance from the Chamber in speaking on its behalf in front of a governing body, such as City Council, or to provide a letter of support for a member, the decision to advocate or not is at the discretion of the President/CEO. Whether the Chamber advocates for a member business shall be determined by the President/CEO in consultation with the Board or Executive Committee. The best interests of the Chamber should be represented when deciding upon advocacy and the extent to which the Chamber will become involved, and any consideration will be of Chamber members in good standing only.

An example of advocating for an individual member is if a business needs assistance with permitting, leasing, or other ministerial matters related to its individual business.

Another example would be if the member requires policy change or is involved in a competitive bid with the City and requests the Chamber advocate on its behalf.

Each scenario requires a different process, as outlined below:

2. Individual Member Advocacy Process

If an individual member or third-party organization is requesting support for a ministerial issue, they shall submit the request in writing (on paper or electronically) to President/CEO of Chamber, outlining the issue and its impacts to their business, and, if applicable the community or industry impacted. The Chamber President/CEO will work with the business to determine if the Chamber is in a position to assist and provide support at their discretion. If needed, the President/CEO will consult with the EC or Board, but a Board vote is not required.

If a member, or group of members, require Chamber support in advocating for a policy change or new legislation, or is involved in a public process, the President/CEO of the Chamber will request the information in writing. Requests should be made at least 30 days prior to any desired action. However, decisions may be made outside of the 30-days for urgent issues. The President/CEO will consult with the Chair of EGA to ensure member advocacy on the subject does not conflict with current Chamber legislative efforts. If the member(s) is requesting the Chamber take a public position on policy, legislation, or any issue requiring a vote of an elected body, the President/CEO will bring the issue to the full board for a presentation of both sides of the issue, a recommendation by the President/CEO, board discussion and vote.

If there is a situation where two or more chamber businesses are involved in a competitive bidding process (or other competitive activity) and are seeking endorsement or support from the Chamber, the Chamber will remain neutral and will not take a position.

3. Legislative Advocacy

In addition to individual advocacy, the Chamber advocates for pro-business legislation.

Legislative advocacy is overseen by the EGA. The EGA's aim is to be involved in legislative issues that impact businesses in Alameda, including ballot measures, new or changing ordinances, or other public policy matters.

4. Legislative Advocacy Process

When a legislative issue faces the business community as a whole, the EGA will consider support or opposition through the following process:

- The EGA chair and committee will decide if the issue or initiative falls under the Chamber's mission.
- The committee will perform its due diligence in researching the pros and cons and understand the ramifications of support or opposition.
- If the Committee believes it is worthwhile to pursue official Chamber support or opposition, it will put together a presentation and/or information on both sides of the issue and present at a noticed EGA meeting. At the EGA meeting an electronic poll of attendees will survey support or opposition for the item. The President/CEO and EGA Chair will report the outcome to the full Board. The Board will also receive a presentation on both sides of the issue and vote to oppose or support.
- If approved, the item will be added to the legislative agenda and advocacy will be coordinated by EGA.

ALAMEDA CHAMBER OF COMMERCE COALITIONS

1. Alameda Restaurant & Bar Coalition (ARBC)

The Alameda Restaurant Coalition is committed to bringing together restaurant owners in Alameda to foster collaboration, share best practices, and amplify their collective voice. Its mission is to create a vibrant and supportive community that advocates for the success and growth of local restaurants.

Its vision is to establish the Alameda Restaurant Coalition as a powerful platform for restaurant owners to connect, learn, and advocate. It endeavors to create an environment where restaurant owners can exchange ideas, discuss challenges, and implement best practices to enhance their businesses.

2. Alameda Point Business Coalition (APBC)

The Alameda Point Business Coalition, formerly known as the Spirits Alley Coalition, is a newly-expanded group within the Alameda Chamber & Economic Alliance that is dedicated to extending specialized assistance and unwavering support to businesses situated within Alameda Point while concurrently collaborating with the City to shape the trajectory of ongoing development projects.

The Alameda Point Business Coalition serves as a conduit for resources, advisory services, and advocacy, designed to facilitate the growth and prosperity of Alameda Point businesses. This

Chamber committee plays a pivotal role as a conduit between the City and enterprises in this locale, upholding regular communication channels to ensure their challenges are not only acknowledged but comprehensively understood.

The Alameda Point Business Coalition makes suggestions to the Chamber on the allocation of resources, provision of guidance, and needed advocacy efforts to empower Alameda Point businesses to not only succeed but flourish. The group is committed to harnessing the collective wealth of resources and expertise to tackle pressing issues, including transportation enhancements, lease negotiations, safety measures to foster a secure business environment, and initiatives to cultivate a skilled workforce for these businesses and beyond.

3. Harbor Bay Business Coalition (HBBC)

The Harbor Bay Business Coalition is a dedicated committee of the Alameda Chamber & Economic Alliance, focused on providing specialized assistance and support to businesses located at Harbor Bay. As part of the Chamber, our coalition acts as a crucial link between the Chamber and the businesses in this thriving area.

The Harbor Bay Business Coalition actively collaborates with the Chamber to ensure that the concerns and priorities of businesses at Harbor Bay are heard and understood. It is dedicated to addressing current concerns, such as transportation, creating a safe business environment, and supporting the hiring needs of businesses in the area.

This Coalition works closely with local government entities, community organizations, and other stakeholders to advocate for the specific needs of Harbor Bay businesses.

Section 6: CHAMBER PROGRAMS

Part 1: Diversity, Equity and Inclusion Program (DEIP)

The DEIP is designed to create learning opportunities around topics like promoting social justice, disbanding systemic inequality and racism, and supporting diverse voices and opportunities through Alameda. It hosts monthly education sessions to help draw attention to the need for diverse voices and viewpoints in business. Membership is open to everyone in the community who wants to make an impact through education and volunteerism.

Part 2: Lunch and Learn Program

The Lunch and Learn Program provides members with current information on educational and networking opportunities. The program offers luncheons and events focused on important topics to business such as ethics, technology, professionalism, human resources, sales, marketing, effective communications, etc.

Part 3: Alameda Women Leaders (AWL)

AWL is a supportive network of women leaders and businesswomen which meets quarterly. The group welcomes women from all backgrounds and experience levels to share the challenges and successes of one another. The environment is one of mutual respect and support where everyone is invited participate.

AWL is focused on providing members with the opportunity to:

- Exchange ideas and knowledge
- Discuss matters affecting women in a supportive, understanding environment
- Listen to creative ideas and discover inspiration
- Explore collaborative opportunities
- Get motivated to do more and be more but also say no
- Uncover how others achieve work/life balance
- Develop friendships with women in business

Part 4: Leadership Alameda

Leadership Alameda is designed to introduce an annual class of future leaders to major facets of the community through an informative and interactive, professional development program. Participants partake in educational sessions, tours, and conversations with community leaders in various industries. This program is conducted by the Alameda Chamber Foundation.

It is an ideal program for people in all industries, at all career levels, and from all backgrounds. Leadership Alameda recruits lifelong learners with an interest in becoming an empowered leader on a grassroots level by covering major areas important to the Alameda community.

These areas include:

- government affairs
- education
- law enforcement/first response healthcare, wellness, and aging
- business & economic development
- diversity and inclusion
- the arts, leisure, and tourism
- the environment
- nonprofit organizations
- transportation and housing

Article 4: Financial Management

Section 1: Fiscal Year

The fiscal year commences on the first day of the calendar year.

Section 2: Accountability and Control

The Chamber operates fiscally as follows:

1. Two months prior to the beginning of each business year, the President/CEO will prepare a budget of anticipated revenues and expenses which he/she will submit to the Finance Committee and the Executive Committee for review and approval.
2. The budget is then presented to the Board of Directors for review and adoption at the January meeting.
3. Upon the adoption of the budget, or budget items, the President/CEO is authorized to incur debts on account of expenses and have said expenses paid as provided for in the budget without additional approval by the Board of Directors.
4. Checks or purchases over \$2,500 must be approved in writing (including email) by at least two (2) Officers. Two signatures are required on all checks over \$2,500.
5. All money paid to the Chamber will be placed in a general operating fund. Funds unused from the current budget may be placed in a reserve account.

The financial books will be reviewed annually by the Finance Committee and be subject to external audits, by auditing professionals, every three (3) years, if budget allows and the Board deems necessary.

Section 3: Budget

The Chamber's Executive Committee and Board of Directors must approve a budget each year.

Section 4: Dues Refund

Subject to exceptions approved by the Board of Directors in extraordinary circumstances, membership dues paid are not refundable. In no event shall membership dues be refunded for past membership years.

Article 5: Reserved

Article 6: Board Meetings

Section 1: Procedure

Board meetings are conducted using Roberts Rules of Order/parliamentary procedure.

Section 2: Agenda

The Chair will provide an agenda for all Board meetings. The regular agenda may include routine items collected under a Consent agenda for expedited voting.

1. Consent Agenda. The types of items that appear on a consent agenda are routine, non-controversial items that are addressed at every meeting such as approving the meeting minutes. They can also be items that were discussed at length previously. The Chair decides which items will be placed on the consent agenda. The Board will receive a consent agenda attached to the regular agenda when used. Any Director wishing to remove an item from a consent agenda may do so either in writing prior to the meeting or prior to the vote for approval during a meeting, in which case that item would need to be discussed and voted on independent of the consent agenda.

2. Regular Agenda. The Board will receive an agenda for each meeting prior to the meeting. In this agenda, they will see the topics to be addressed at the board meeting. The Board has a responsibility to read and understand the agenda prior to attending the meeting.

Section 3: Executive Sessions

Board meetings shall be open to all members except as set forth in this policy.

1. If the matters being discussed are confidential or proprietary as determined in the discretion of the Board, the Board shall enter into executive session or attorney-client privileged session for the duration of that discussion. In such an instance, only members of the Board, and those specifically authorized by the Board to do so, may be present for said discussions.
2. The Board shall enter into executive or attorney-client session to protect the interests of the Chamber and may in its discretion do so to protect the interests and/or privacy of others.
3. Members of the Board of Directors may be excluded from a Board discussion only in the event that said Director has, with respect to the matter being discussed, a material conflict of interest.
4. Confidential minutes shall be kept of all executive and attorney-client privileged sessions. Said confidential minutes shall be maintained in a secure manner in the headquarters

office of the Chamber until such time as the Board determines that the confidential minutes are no longer confidential or proprietary.

6. The regular minutes of the Board meeting shall, at a minimum, note that a matter was discussed in a confidential session. The minutes need not reflect the nature of the topic discussed. The regular minutes may include such portions of the discussion as may be determined by the Board not to be confidential or proprietary.
7. Members of the Board shall maintain matters discussed in executive or attorney-client session as confidential until—and to the extent that—disclosure of such matters is authorized by the Board.
8. Attendance at Board meetings shall be in person, except that virtual attendance is permitted on a case-by-case basis approved by the Chairperson or President/CEO in the event of serious bona-fide illness or business or family scheduling conflict. Said virtual attendance must be scheduled not less than 48 hours prior to the convening of said Board meeting. The Chairperson or President/CEO may also schedule virtual meetings to the extent they deem it necessary to serve the best interests of the Chamber.

Article 7: Conflicts of Interest

Section 1: Purpose

The purpose of the conflicts of interest policy is to protect the Chamber's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Chamber or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest.

Section 2: Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Chamber has a transaction or arrangement,
- b. A compensation arrangement with the Chamber or with any entity or individual with which the Chamber has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chamber is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the Board or committee affected shall follow the procedures below in making a determination of whether a conflict exists or not:

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- d. After exercising due diligence, the governing board or committee shall determine whether the Chamber can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- e. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chamber's best interest and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Chamber for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chamber for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chamber, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article 8: Document Retention

This Document Retention and Destruction Policy of the Chamber 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 Chamber's documents and records.

Section 1: Rules

The Chamber's staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Human Resources, Legal or Administrative staffs/departments or their equivalents; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, databases, 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.

Section 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, attorney contingent liability letters.

b. Retain for ten years:

Pension and benefit records -- Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records. including employee handbook and policies and procedures manuals.

Government relations records – State and federal lobbying and political contribution reports and supporting records.

c. Retain for four 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 basis for independent contractor status (retain for all current employees and independent contractors and for three years after 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 three years after the termination, expiration, non-renewal of each agreement).

d. Retain for one year:

All other electronic records, documents and files – Correspondence files, past budgets, bank statements, publications, and survey information.

Section 3: Emergency Planning

Documents shall be stored in a safe and accessible manner. Documents which are necessary for the continued operation of the organization in the case of an emergency shall be regularly duplicated or backed up and maintained in an off-site or cloud location. The Administrator shall develop reasonable procedures for document retention in the case of an emergency.

Section 4: Exceptions

Exceptions to these rules and terms for retention may be granted only by the Chamber's President/CEO or Chair of the Board.

Section 5: Document Destruction

The Chamber's staff, volunteers, Board of Directors, councils, committee members, and outsiders are required to honor the following rules:

- Paper or electronic documents indicated under the terms for retention on the Document Retention Schedule will be transferred and maintained by the Chamber's President/CEO;
- All other paper or electronic documents not listed in the Terms for Retention Schedule shall be destroyed after four years;
- All electronic documents will be deleted from all individual computers and hard drives each year such that the only electronic copies are on the Chamber's network and back-up(s), which may utilize a cloud system, as determined by the President/CEO;
- No paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards (Single Audit Act).

Article 9: Whistleblowers

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

Section 1: Encouragement of Reporting

The Chamber encourages complaints, reports or inquiries about illegal practices or serious violations of the Chamber's policies, including illegal or improper conduct by the Chamber 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 Chamber has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Chamber'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.

Section 2: Protection from Retaliation

The Chamber prohibits retaliation by or on behalf of the Chamber 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 Chamber reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

Section 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 bases for the complaints, reports, or inquiries. They should be directed to the Chamber'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 other Chamber officers or the Chamber's legal counsel. The Chamber or a third party designated by the Chamber will conduct a prompt, discreet, and objective review or investigation. Staff and volunteers must recognize that the Chamber may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

Article 10: Harassment

The Chamber does not tolerate harassment of board members. Offensive conduct based on any classification protected by federal, state, and local laws and ordinances is a violation of this policy. Any board or regular member who feels they have been subject to harassment from a member should consult with the Chamber's Chair or President/CEO. If a board or regular member knows or has reason to know that any Chamber member or other persons in connection with any Chamber activity or event that is related in any way related to the Chamber, such involvement is required to be documented in accordance with Chamber policies and procedures.

The Board may adopt written rules and procedures and is authorized to take action it deems appropriate to administer and enforce this policy.

Section 1: Definitions

Harassment Defined. Harassment under this policy is unwelcome verbal, visual, or physical conduct creating an intimidating or offensive environment that interferes with performance. Harassment can be verbal (including slurs, jokes, insults, epithets, gestures or teasing), graphic (including offensive posters, symbols, cartoons, drawings, computer displays, or e-mails) or physical conduct (including physically threatening another, blocking someone's way, etc.) that denigrates or shows hostility or aversion towards an individual because of any protected characteristic. Such conduct violates this policy, even if it is lawful. Because it is difficult to define unlawful harassment, Board or regular members are expected to behave at all times in a professional and respectful manner.

Sexual Harassment Defined. Sexual harassment under this policy can include all of the above actions as well as other unwelcome conduct such as unwelcome or unsolicited sexual advances, requests for sexual favors, conversations regarding sexual activities, and other verbal or physical conduct of a sexual nature.

Examples of conduct that violates this policy include, but are not limited to:

- Unwelcome sexual advances, flirtations, advances, leering, whistling, touching, pinching, assault, blocking normal movement
- Requests for sexual favors or demands for sexual favors in exchange for favorable treatment
- Obscene or vulgar gestures, posters, or comments
- Propositions or suggestive or insulting comments of a sexual nature
- Derogatory cartoons, posters, and drawings
- Sexually explicit texts, instant messages, e-mails, voicemails, or other methods of communication
- Uninvited touching of a sexual nature
- Conduct or comments consistently targeted at only one sex, even if the content is not sexual
- Teasing or other conduct directed toward a person because of the person's sex

All such conduct is unacceptable in the Chamber and in any related settings, such as workshops, meetings, conferences and social functions, regardless of who engages in the conduct.

Section 2: Reporting and Investigation

Reporting. If a board or regular member believes, knows, or has reason to know, that this policy has been violated, they are required to promptly bring the matter to the immediate attention of the Chamber's Chair or President/CEO, and file a written report regardless of the seriousness or credibility of the violation, and regardless of whether the alleged victim of the harassment wishes to file a formal complaint or not. The reason for this requirement is that once the Chamber or any constituent of the Chamber knows or has reason to know that a violation of this Harassment Policy has occurred, the Chamber must take reasonable steps to protect its members and guests from harassment, and to ensure the safety and well-being of its members. The member reporting the harassment shall be invited to file a formal complaint and be provided with the appropriate forms to make such a complaint.

Investigation. After receiving the formal complaint, the Chamber shall promptly call or constitute a special ad hoc committee, which will then review the complaint and commence (or direct the commencement of) an investigation. The investigation may be conducted by the Special Ad hoc Committee or a professional and non-partisan investigator, in the sole discretion of the Special Ad hoc Committee, provided that the person or persons conducting the investigation shall be reasonably independent and impartial. The Special Ad hoc Committee members shall include not less than three (3) persons designated by the current Chair and ratified by the Executive Committee. The Special Ad hoc Committee shall endeavor to ensure that the investigation is conducted in as confidential a manner as is reasonably possible/practical. The extent of the investigation shall be determined in the discretion of the Special Ad hoc Committee in consultation with the investigator.

Section 3: Action

Action. Upon conclusion of the investigation, the results of the investigation findings will be reported to the Chair and Board. The Board will review the investigation results and take prompt and appropriate corrective measures against any person who has engaged in conduct in violation of this policy. Such action can include, but is not limited to:

- Dismissal of the complaint based on lack of cause or evidence
- Formal reprimand and documentation
- Mandatory harassment or sexual harassment training
- Exclusion from particular events
- Suspension
- Probation
- Expulsion

If a formal complaint was filed, the complaining party and accused shall be provided written notice of the action taken pursuant to this policy. The details and reports of the investigation shall be provided to the complainant and accused to the extent directed by the Board in its sole discretion.

