

# Board Policy Manual

## **Purpose:**

The purpose of the Eureka Area Chamber of Commerce is to promote and enhance the economic vitality of our community. Our mission is to support our membership through business promotion, networking opportunities, educational programs, visitor information services and community events which reflect our unique Northwest Montana Culture.

## **Authority to Amend:**

The Board of Directors of the Eureka Chamber of Commerce has the right to amend these policies through a majority vote of the Board.

## **THE ORGANIZATION**

The Eureka Chamber of commerce is a non-profit, voluntary organization of business and professional men and women joined together for the purpose of promoting the civic and economic progress of our community.

The Chamber's Mission is to:

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

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

## **HOW THE CHAMBER OPERATES**

### **BOARD OF DIRECTORS:**

The Board of Directors is the policy-making body of the Chamber. Its members represent the business, professional, educational, and governmental leadership of the community. The nine (9)-member Board consists of four elected Officers, four elected Directors at Large, and the Immediate Past President.

Elected directors are subject to the term limits as defined in the Eureka Chamber of Commerce By-Laws. All Board members have voting authority. The Board President presides over meetings of the Board.

#### BOARD RESPONSIBILITIES:

The Board of Directors has the responsibility to:

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

#### BOARD EXPECTATIONS:

Each Board member is expected to:

1. Support and advocate for the mission of the Chamber.

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

#### NEW BOARD MEMBER ORIENTATION:

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

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

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#### HOW THE CHAMBER IS FINANCED

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

1. Membership Dues
2. City of Eureka Annual Allocation of 2% Lodging Tax Funds
3. Tourism Sales (Visitor Center & web-based)
4. Lincoln County
5. Fundraising & Donations
6. Web Advertising
7. Lodging Board Advertising

## 8. Savings Interest

### BUDGET CONTROL:

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

### HANDLING OF FINANCES:

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

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

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

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

### RESERVE ACCOUNT:

Following the monthly review of financial statements, the Treasurer may recommend the transfer of funds from checking to savings accounts. The transfer will occur following Board approval.

A savings account through a local Chamber financial institution will be utilized for Chamber funds that can allow for monies to be transferred to its checking account. Accumulated interest shall remain in this account. The Board of Directors will determine how these reserve funds will be utilized. Withdrawal or transference of funds from this account will require Board action. In order to earn the best possible interest for the Chamber finances, the Treasurer may also make recommendations for the purchase of Certificates of Deposits, which shall require the approval of the Board.

### BANK CARD USAGE:

A Chamber **bank** card is authorized in the name of the Chamber for the amount not to exceed **\$150.00**. This **bank** card will be issued through a local Chamber financial institution. The Executive Director and **Treasurer** will have authorization of this credit card. No charges shall be allowed that are not official Chamber-related expenses. Receipts for charges are required to be attached to the monthly statement with explanation of the charges on each receipt.

### REIMBURSEMENT OF FUNDS:

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

#### MEMBERSHIP DUES STRUCTURE REVIEW:

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

#### MEMBERSHIP DUES:

The Eureka Chamber of Commerce shall mail invoices for membership dues 30 days prior to the due date. This is typically accomplished just after the first of each calendar year of their anniversary date. If members do not renew, "First Reminder" notices shall be mailed no later than the 15<sup>th</sup> of the next month. If after 60 days a member has not renewed, the Chamber will mail a follow-up invoice, referred to as "Second Notice". A "Last Notice" invoice will be mailed on the 1<sup>st</sup> day of the following month to any member who still has not remitted payment of dues, along with a letter which details our membership benefits. The renewal period expires at the end of that month. At this time, the Chamber Executive Director or Visitor Center Manager will personally reach out to those members who have not renewed in an effort to understand how the Chamber can meet the member's needs. Failing this, information regarding non-renewing members shall be promptly removed from the Chamber' Membership List and web-based Business Directory, and transferred to the Chamber's information management system archives.

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

#### PURCHASES FROM MEMBERS/BIDS:

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

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

## **ATTACHMENT A: CONFLICT OF INTEREST POLICY**

### **Conflict of Interest Policy**

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

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

Conflict of Interest is created when:

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

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

A conflict arising out of a personal interest can occur in situations that result in inappropriate financial gain to persons in authority at Eureka Chamber of Commerce and can lead to financial penalties and violations of IRS regulations. Situations or transactions arising out of a conflict of interest also can result in either inappropriate financial gain or the appearance of a lack of integrity in Eureka Chamber of Commerce decision-making process.

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

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

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

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

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

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

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

Because of the potential for a conflict of interest, all employees considering or having employment, performing services or consulting work outside Eureka Chamber of Commerce must have prior written approval from the Chamber President and may not accept fees for service when representing Eureka Chamber of Commerce.

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

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

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

**ATTACHMENT B: BOARD CONFLICT DISCLOSURE STATEMENT**

Eureka Chamber of Commerce

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

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

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

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