

Section 1

The Process for Developing the Andover Chamber of Commerce Policies and Procedures

Purpose of the Andover Chamber of Commerce Policies 1.1

The Board, as the Andover Chamber of Commerce governing body, is entrusted with the authority to establish policy for the governance of the Andover Chamber of Commerce. Board policy establishes the parameters and guidelines for Board members, committees, and President-Executive Director.

The purposes of our policies are to:

- Inform every one of Board intent, goals and aspirations.
- Prevent confusion among Board members, staff and the public.
- Promote consistency of Board action.
- Eliminate the need for instant (crisis) policy making.
- Reduce criticism of the Board and President-Executive Director.
- Improve public relations.
- Clarify Board member, President-Executive Director and staff roles.
- Give President-Executive Director a clear direction from the Board.

Policy requires a majority vote of the Board 1.2

All policy decisions will be made by majority vote of the Board and only at Board meetings. Before adopting any policy, all Board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.

Source of policies 1.3

Policies may be recommended to the Board by committees of the Board, individual Board members or the President-Executive Director. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policy or by-laws of Andover Chamber of Commerce. If approved by the Board, policies will be written, coded, dated at time of approval and included in all copies of the Board policy manual.

Considerations for all policies 1.4

All policies proposed to the Board should be tested.

Is the proposed policy:

- Necessary for good operation of Andover Chamber of Commerce?
- Consistent with our mission statement?
- Within the scope of Board authority?

- Consistent with local, state and federal law?
- Compatible with other policies of this Board?
- Practical?
- Broad enough to cover the subject completely?
- Enforceable?

Accountability for carrying out policies 1.5

The President-Executive Director will be accountable to the Board for carrying out these policies, ensuring that all policies are effectively explained to the employees and making every reasonable effort to see that they are understood, accepted and in compliance.

Distribution of policy manual 1.6

A copy of the Board policy manual will at all times be available in the Andover Chamber of Commerce office for review and inspection by employees and Board members. Each Board member will be given a revised policy manual annually.

Amendment or suspension of policy 1.7

All policies will be annually reviewed by the Board or a committee of the Board for accuracy and appropriateness, and recommendations will be made to the Board for amendment, addition or elimination. Except as otherwise provided by law, any policy of the Board may be suspended, repealed, amended, or waived by a majority vote of the Board, provided that at least two full weeks advance notice has been given to all Board members of the intention to consider revocation, repeal, waiver, or amendment.

Section 2

Corporate Structure and Board Organization

Establishment of the organization 2.1

The Andover Chamber of Commerce is established as a nonprofit 501(c)6 corporation under the laws of this state. The Board of Directors is established as the authority to operate the Andover Chamber of Commerce in accordance with organizational by-laws and board policies.

The Andover Chamber of Commerce business will be conducted in accordance with the laws of this state, the corporation's articles of incorporation, by-laws of the corporation, board policies and generally accepted business practices that will accomplish the Andover Chamber of Commerce's mission.

Authority of the Board of Directors 2.2

Each member of the Andover Chamber of Commerce Board of Directors and collectively, is legally and morally responsible for all activities of the Andover Chamber of Commerce. All members of the Board share in a joint and collective authority which can only be exercised when the board is in a board meeting.

Board member commitment 2.3

To meet that commitment required to serve on the Andover Chamber of Commerce Board of Directors, members are expected to:

- Ensure adherence to Andover Chamber of Commerce's mission.
- Attend and actively participate in all of the Board's meetings, and notify the President-Executive Director or Chairman of the Board of anticipated absence.
- When absent from a meeting, review minutes and results of the missed meeting.
- Be prepared to participate fully in Board and committee meetings, including review of any materials beforehand
- Serve actively on at least one committee.
- Only act or speak on behalf of the Board of Directors with approval by the full Board of Directors.

Board delegation of policy interpretation to staff and public 2.4

The Board delegates to the President-Executive Director responsibility for policy interpretation to the staff and public and for rule making, issuance of procedural directives and guides not specifically covered or detailed in the Board Policy Manual. Such interpretations, rules and directives have the force of Board regulations unless and until superseded by Board action.

Board member rights 2.5

All Board members of the Andover Chamber of Commerce have the right to:

- Receive notice of Board meetings and the agenda.
- Attend and participate in Board meetings.
- Examine Andover Chamber of Commerce's books, records, meeting minutes, financial statements and contracts.
- Place items on the Board meeting agenda at the appropriate time.

Duty of Board members not to compete 2.6

A Board member may not use his/her position on the Andover Chamber of Commerce Board to interfere with business between the Andover Chamber of Commerce and its membership for the sole purpose of promoting the board members' own business. It is expected that Board members, even after they complete Board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the Board.

Soliciting or receiving gifts 2.7

Members of the Andover Chamber of Commerce Board may not offer, give, solicit or receive any form of bribe or kickback through their connection to Andover Chamber of Commerce. Board members must never solicit a personal gift of any kind from anyone who does business with Andover Chamber of Commerce. This policy applies to both actual and proposed business transactions involving Andover Chamber of Commerce.

Board member conflict of interests 2.8

Board members have a duty to subordinate personal interests to the welfare of the Andover Chamber of Commerce and those the organization serves. Conflicting interests can be, but not limited to financial, personal relationships, status or power.

Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the Board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of the Andover Chamber of Commerce .

Board members and employees are prohibited from knowingly disclosing information about the Andover Chamber of Commerce to those who do not have a need to know or whose interest may be adverse to the business of the Andover Chamber of Commerce, either inside or outside Andover Chamber of Commerce. Nor may Board members or employees use such information to the detriment of the Andover Chamber of Commerce.

Board members or employees may not have a significant financial interest in any property which the Andover Chamber of Commerce purchases, or a direct or indirect interest in a supplier,

contractor, consultant or other entity with which the Andover Chamber of Commerce does business.

Board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests.

Any perceived conflict of interests on the part of any Board member should be disclosed to the Board of Directors and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

Any Board member having a conflict of interest or perceived conflict of interests does not vote or use his/her personal influence on the matter, and he/she does not count as part of a quorum for the meeting. The minutes of the meeting will reflect that a disclosure was made, the abstention from voting and the quorum situation.

These restrictions are not to be construed as preventing the Board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other Board members, since his or her knowledge could be of assistance to the deliberations.

All Board members will be required to complete the "Conflict of Interests" statement. This policy will be reviewed by the Board annually and given to each new Board member for signature during orientation.

Conflict of Interests statement 2.9

Conflict of Interest Statement

I have read and am familiar with the Andover Chamber of Commerce Board policy concerning conflict of interests, and I have initialed the line opposite the appropriate paragraph below.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this Board.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this Board, except such interest or action fully disclosed below:

Board member signature _____

Legal obligations of Board members 2.10

The Andover Chamber of Commerce Board of Directors is responsible and liable for the Andover Chamber of Commerce. The Andover Chamber of Commerce Board and the law require every Board member to follow the rule of being reasonably prudent and a principle of good faith.

The rule of the reasonably prudent person means the Board of Directors will not:

- Mismanage Andover Chamber of Commerce by deviating from fundamental management principles, such as planning carefully for the future of Andover Chamber of Commerce, regularly reviewing the financial status of Andover Chamber of Commerce, and monitoring compliance with Board policies.
- Fail to govern by utilizing all control systems to govern Andover Chamber of Commerce.
- Be involved in self-dealing that provides personal gain to Board members.

The principle of good faith means that Board members will:

- Attend all Board and committee meetings to be a part of Board actions.
- Read and understand Andover Chamber of Commerce's policies and by-laws.
- Pay attention to corporate affairs and keep informed about organization activities.
- Ensure that Andover Chamber of Commerce is in compliance with legal requirements.

Ethical obligations of board members 2.11

The Board will annually approve a code of ethics for Board of Directors of the Andover Chamber of Commerce. All Board members will be given a copy of the code of ethics, and will be expected to adhere to the provisions of that code.

Legal requirements of Board members 2.12

All Andover Chamber of Commerce Board members will be expected to recognize and accept their legal position as governing agents of the Andover Chamber of Commerce. A Board member of the Andover Chamber of Commerce occupies the role of a fiduciary with regard to those served. If Andover Chamber of Commerce Board members violate their trust or fiduciary duty, they may be subject to legal consequences. The duties and responsibilities of Board membership attach automatically when Board members accept the office.

There is an amount of liability involved with being a Board member, so the Board will annually discuss the liability issue to be certain that the Board is adequately insured.

Maintaining ethical credibility 2.13

The conduct of the Board of Directors has a direct impact on public and constituent perceptions about the Andover Chamber of Commerce, Board members will maintain an appearance of high credibility in adhering to legal and policy requirements.

Board members will be active and encourage all Board members to be active by attending meetings, studying, questioning, voting on all issues, monitoring progress and maintaining active committees.

Board members will not condone conflicts of interest on the Board. A Board member or his/her family may not receive any gain (tangible or intangible) through the connection with the Andover Chamber of Commerce Board.

Board members will vote against proposed actions if they feel there is insufficient information on which to base an opinion. Board members will adopt formally, by motion, any rules, regulations, policies and budgets.

Board members will keep policy and procedure manuals up-to-date for ready reference, and have rules and regulations available and posted for staff and constituents.

Board members will review fiscal records and controls at regular intervals.

Board members will ensure that standard budget forms and annual report forms are prepared and filed as required by law.

Political contributions 2.14

Andover Chamber of Commerce Board members must never make political contributions on behalf of the Andover Chamber of Commerce. If a Board member takes an active part in the political process, it must be done at the Board member's personal expense. The Andover Chamber of Commerce will not reimburse anyone for a political contribution.

Board members will not make any direct or indirect political contribution in cash, property or service on behalf of the Andover Chamber of Commerce.

The Andover Chamber of Commerce Board Code of Ethics pledge 2.15

Andover Chamber of Commerce Code of Ethics Policy

The Andover Chamber of Commerce Code of Ethics (Adapted from Boardsource and Nonprofit Quarterly).

- 1. **Personal and Professional Integrity**

All staff, board members and volunteers of the Andover Chamber of Commerce act with honesty, integrity and openness in all their dealings as representatives of the organization.
 2. **Mission**

The Andover Chamber of Commerce has a clearly stated and defined mission and purpose, approved by the Board of Directors in pursuit of the public good. All of the Andover Chamber of Commerce programs support the mission. The mission is responsive to the membership and community served by the organization.
 3. **Governance and Accountability**

The Andover Chamber of Commerce has an active governing body that is responsible for setting the mission and strategic direction, providing oversight of finances, operations and policies of the Andover Chamber of Commerce
 4. **Responsible Stewardship/Trusteeship**

The Andover Chamber of Commerce, its programs and committees manage their funds responsibly and prudently.
 5. **Transparency and Honesty**

The Andover Chamber of Commerce Board, staff and committees provides comprehensive and timely information to the public, media and membership and is responsive in a timely manner to reasonable requests for information. All information will fully and honestly reflect the policies and procedures of the Andover Chamber of Commerce.
 6. **Inclusiveness and Diversity**

The Andover Chamber of Commerce will promote inclusiveness and its staff, board and volunteers reflect diversity in order to enrich its programmatic effectiveness.
 7. **Leadership**

The Andover Chamber of Commerce Board members will promote and support this Code of Ethics by exercising leadership and being an example.

The Andover Chamber of Commerce Board Member Confidentiality agreement 2.16

As a requirement for service on the Andover Chamber of Commerce Board of Directors, all Board members will be required to read and sign the following confidentiality agreement and will be kept on file in the Andover Chamber of Commerce office.

Board Member Confidentiality Agreement

As a member of the Andover Chamber of Commerce Board of Directors, I acknowledge the importance of confidentiality with respect to the affairs of the Andover Chamber of Commerce. In light of this acknowledgement, I agree to keep confidential, during and after service on the Board of Directors, all confidential information pertaining to the Andover Chamber of Commerce and any related activities in the course of membership on the Board of Directors.

I recognize the sensitivity of information regarding capital decisions, real estate purchases, decisions regarding closures, mergers and other strategic plans that may have impact on the Andover Chamber of Commerce competitive position relative to other organizations.

I agree that this confidentiality agreement includes, but is not limited to:

- Information pertaining to performance of Andover Chamber of Commerce employees or staff including evaluation data, compensation, and grievances.
- Issues related to the Andover Chamber of Commerce Board of Directors' legal, moral and regulatory responsibility for the oversight of statistical data, risk management information and litigation information, and reviews of attitudes and opinions from those who work at Andover Chamber of Commerce.

I understand that it is the Board Chairman's responsibility to address infractions of confidentiality by individual Board members and to take action to remedy the problem. I also understand that if infractions of confidentiality by individual Board members continue, it is the expectation that the Board Chairman will ask for the resignation of the individual Board member who has violated this confidentiality agreement.

I agree to resign my Board membership if requested by a majority vote of the Board members for any confidentiality infraction.

Board member signature

Date

Enforcement of Board ethics policies 2.17

Any Board member who believes that a fellow Board member has acted unethically; it is their responsibility to review the current ethics policy. Board members should not file or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect the Andover Chamber of Commerce.

If the Board member continues to believe a fellow Board member has acted unethically he/she should seek resolution by discussing his/her concerns with the Board member if such discussion is likely to be productive and does not violate any individual's right to privacy.

If these discussions, or other informal attempts to address the concern, fail to resolve the problem, the Board member should bring the concern to the attention of the Board President. If the concern relates to the Board Chairman the issue should be brought to the attention of the Board Vice Chairman.

The Board Chairman may choose to address the concern individually with the member in question or refer the concern to the Executive Committee.

Board members shall cooperate in ethics investigations, proceedings, and resulting requirements. In doing so, they should make reasonable efforts to resolve any issues as to confidentiality. Failure to cooperate is itself an ethics violation.

Annual meeting of the Board 2.18

There will be an annual meeting of the Board (or general membership) held in January/February each year or on such date designated by a vote of the Board of Directors, but no later than 60 days from January 1st.

Board planning 2.19

To ensure planning is based on the needs and preferences of current and potential members, the Andover Chamber of Commerce Board and President-Executive Director will annually conduct a realistic assessment of the Andover Chamber of Commerce service capabilities and analysis of trends likely to impact the future of the Andover Chamber of Commerce. Andover Chamber of Commerce Board and President-Executive Director will annually develop an organizational plan that is based on identified needs and preferences of current and potential constituents, and appraisal of the Andover Chamber of Commerce service capabilities.

Maintenance of Andover Chamber of Commerce documents 2.20

All Andover Chamber of Commerce organizational documents, such as the articles of incorporation, real estate titles, building blueprints and any other historical or archived documents will be held in a safe deposit box in a local bank. Electronically back up archives

monthly, providing a copy to a member of the board or storing in the above named safe deposit box.

Annually, upon the election of the Board Chairman and Secretary, formal transfer of custody of the documents, a list of the documents and authority to access the documents will be given to the newly elected Board President. The Board Chairman, Secretary and the President-Executive Director will have access.

Perpetuation of the organization 2.21

Continuance of the organization is the responsibility of the Andover Chamber of Commerce Board of Directors, and requires that the Board carefully select replacements as Board members terms expire or resigns. Potential Board members must be recruited to maintain continuity of the governance of the Andover Chamber of Commerce.

The Board will maintain an ongoing recruiting plan that can fill Board vacancies with a well-qualified candidate and with minimal disruption to the Board's work. When selecting new Board members, the Board will attempt to find a broad representation of the community that will offer diverse perspectives to the Board's decisions.

Nomination and election of Board members 2.22

It is the policy of the Andover Chamber of Commerce Board Chairman to appoint a nominating committee in September, comprised of

1. The Vice Chairman
2. One other current Board member
3. 3 individuals from the Andover Chamber membership

To carefully seek out nominees to the Board persons who:

- Believe in the cause and mission of Andover Chamber of Commerce.
- Will commit completely to the Board member responsibility for Andover Chamber of Commerce.
- Will participate actively as part of the Andover Chamber of Commerce Board of Directors.
- Are community leaders and will advocate in the community for Andover Chamber of Commerce.
- Provide diversity on the Board of Directors.
- The nominee will support an open need of talent, skills and expertise of the board.

The nominating committee will prepare a slate of nominations to be presented to the Board of Directors for approval in October.

The membership will be informed of the slate of nominations and their term limits via letter for their vote of approval/disapproval.

1. If there is no response, the Board of Directors will not need to take further action on the approval of the nominations to the board.
2. If the slate of nominations is contested by anyone in the membership, action and/or a response must be given to the member(s) contesting the nomination.
 - a. The nominating committee will personally contact the member(s) who has contested the slate of nominations to hear their reasons for contesting.
 - b. The information gleaned by the nominating will be presented to the Executive Committee, who will then determine if this reason is valid.
 - c. If a nominee is proven to be invalid for the Board of Directors, the Board Chairman will ask the nominating committee to bring another nominee for approval.
 - d. The membership will be notified of the new nominee(s) for approval.

The Nominating committee may ask the Board of Directors and the President-Executive Director to submit names of possible candidates for them to contact or consider

Terms of office and election procedures will be as specified in the Andover Chamber of Commerce by-laws.

Vacancies on the Board 2.23

When vacancies occur on the Board other than normal expiration of terms, the Board Chairman may make a recommendation to the Board of Directors of an individual to appoint to fill the vacancies. The appointed Board member may fill the position only until the expiration of the term of the person he/she replaces. The appointed Board member may be eligible to be nominated for election at the next regular election if the Board member meets all requirements to be a member of the Board.

The process for appointment to the Board will be as follows:

1. The Board Chairman will accept recommendations from the Board of Directors and the President-Executive Director.
2. A list of the nominees will be submitted to all Board members prior to the meeting at which the Board will fill the vacancies.
3. Appointment to fill a vacancy will be made only by a majority vote of the Board members present at an official meeting of the Board.
4. The Board Chairman will notify the appointed persons and the successful appointee will be seated at the next regular Board meeting.

Removal of Board members 2.24

It is the policy of the Andover Chamber of Commerce Board of Directors to remove Board members who fail to perform the expected duties of a Board member. A Board member may be removed from the Board because of:

- Negligence of Board duties and responsibilities.
- Failure to attend three Board meetings annually.
- Illegal activity as a member of the Board.
- Acting in any manner detrimental to Andover Chamber of Commerce.
- An indirect conflict with confidentiality and conflict of interest policies.

A Board member may be removed only by a majority vote of all Board members currently serving, and the motion to remove will state clearly the cause for removal.

Meeting attendance requirement 2.25

It is the policy of Andover Chamber of Commerce Board of Directors that Board members must attend board meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board of Directors is required to make.

If a Board member will be absent from all or part of any meeting, the Board member is expected to contact the Chairman or the President-Executive Director as soon as the need to be absent is known.

If a Board member is absent from three consecutive Board meetings, the Board Chairman will ask the Board to consider removing the Board member from the Board of Directors and the Board Chairman will advise said Board member of the need to resign their position on the Andover Chamber of Commerce Board of Directors.

When a Board member is absent without notice from any Board meeting, the Board Chairman will contact the Board member and remind the Board member of this meeting attendance policy.

Compensation of Board members 2.26

Board members will not be compensated for service on the Andover Chamber of Commerce Board of Directors.

Board member travel 2.27

Board authorization

Authorized corporate travel is defined as travel in connection with the business of the Andover Chamber of Commerce which has been directed or requested and approved in accord with the Andover Chamber of Commerce policy prior to the departure date.

All requests for corporate travel by Board members will include the purpose of the trip, dates of meetings (if any), anticipated expenses, date of departure and date of return. Travel for Board members must be approved by the Board of Directors.

Upon completion of the travel, an expense report must be submitted to the Board Chairman to demonstrate completion of the purpose and to share business information with the Board of Directors.

Board Expense Report is available at the offices of the Andover Chamber of Commerce

Travel safety

A majority of Board members will not be authorized to travel in the same vehicle or on the same flight.

Travel expenses

Travel will be booked coach class, and discounted airfares will be sought whenever advance notice of the travel allows.

Board members will be reimbursed for out-of-pocket expenses actually incurred. Claimed expenses for lodging, travel, car rental and miscellaneous expenses must be documented by original receipts. Unless specifically authorized by the Board of Directors, no expenses are authorized nor will be reimbursed by the Andover Chamber of Commerce for expenses of friends, relatives or families accompanying a Board member on Andover Chamber of Commerce business, nor for any non-related business travel or extension of stay beyond completion of the intended Andover Chamber of Commerce business.

At the completion of authorized travel, an expense report will be submitted to the Andover Chamber of Commerce Finance Committee. The report will list by date and place all reimbursable expenses claimed, and will be accompanied by the required receipts and invoices. Expenses charged to the Andover Chamber of Commerce must be listed on the expense report and accompanied by original receipts. Board member expenses will be approved by the Board of Directors.

Car rental by board members

When traveling for the Andover Chamber of Commerce, board members are encouraged to utilize hotel shuttle services, airport buses or taxi cabs for transportation, when available and competitively priced, rather than renting a car.

When it is necessary to rent a car, mid-sized automobiles are the authorized vehicles unless medical or other special circumstances dictate a larger or more expensive vehicle. Rental car reservations will be made with the assistance of the Andover Chamber of Commerce staff.

Making travel arrangements

Andover Chamber of Commerce staff will make travel arrangements (other than personal car travel) for Board members on Andover Chamber of Commerce business.

Board members canceling or changing travel reservations or create a "no show" situation for any reservations because of personal preference will be charged any change or cancellation fees and room charges.

Directors' and officers' errors and omissions insurance 2.28

It is the policy of the Andover Chamber of Commerce to provide directors' and officers' liability insurance. The continuing need for such insurance will be reviewed each time the policy is due for renewal.

Board legal counsel 2.29

The Board will annually designate legal counsel to serve the needs of the Andover Chamber of Commerce. Legal counsel may be requested to attend Board of Directors meetings by request of a majority of the Board members or at the mutual agreement of the Board Chairman and the President-Executive Director.

Only the Board Chairman, President-Executive Director or their designee may contact legal counsel on behalf of the Board of Directors. Costs billed to the Andover Chamber of Commerce and associated with individual board members contacting legal counsel, auditors or other professional consultants without specific authority from the Board of Directors, will be billed to the board member making the unauthorized contact.

Board correspondence 2.30

Correspondence from the Board of Directors will be approved by the Board Chairman and/or President-Executive Director. Reports which are legally required to be sent out over the secretary's or treasurer's name can be an exception. All other correspondence from the Board of Directors will be over the Chairman's and/or President-Executive Director's name. All correspondence from the board will be written on Andover Chamber of Commerce stationery and will be prepared by the office of the President-Executive Director. Use of Andover Chamber of Commerce letterhead will be limited to official organization business only and will be prepared at the office of the Andover Chamber of Commerce

No material or information disclosed in executive sessions of the board will be released to any unauthorized person.

Affiliations 2.31

It is important that the Andover Chamber of Commerce affiliate with other organizations such as state and national associations. Therefore, the Board of Directors will include expenses for membership fees in the annual budget. The Board of Directors will annually review all affiliations and assess the cost-effectiveness of each before the expense is included in the annual budget.

Board members speaking for the Board to the public or media 2.32

Individual Board members may not speak to the public, in a public setting or to the media on behalf of the Board of Directors unless authorized by the Board of Directors. The President-Executive Director and Chairman of the Board of Directors will be the primary spokespersons unless they appoint a board member to act on their behalf.

Authority of Board members 2.33

Board members have authority only when acting as a governing body in regular or special meetings of the Board of Directors.

The Board of Directors will not be bound in any way by statements or actions of an individual Board member except when such statement or action is in pursuance of an adopted Board resolution or special instructions by the Board of Directors, or under specified delegation of responsibility.

Board member term limitations 2.34

The following Board of Directors term limits of the Andover Chamber of Commerce will apply:

- Andover Chamber of Commerce Board members will be elected to one three-year term. A Board member may serve no more than two consecutive terms and then may not be elected /appointed for another term until he/she has been off the Board for at least one year. After a one year absence from the Board of Directors, former Board members are eligible for election/appointment for two more consecutive terms.
- Board members will serve staggered terms with a third of the Board terms expiring each year.

Political and legislative activity 2.35

To ensure that the Andover Chamber of Commerce supports legislative issues which further the basic interests of those served by the Andover Chamber of Commerce, and oppose legislative issues detrimental to our mission, the following guidelines are established:

- Andover Chamber of Commerce shall be nonpartisan in political matters, but shall support or oppose federal, state or local legislative issues as the Board determines necessary and advisable. Andover Chamber of Commerce will not directly endorse any candidate or party.
- Employees or Board members shall not engage, directly or indirectly in partisan activities as representatives of Andover Chamber of Commerce, and Andover Chamber of Commerce funds will not be used for that purpose.

- Board members and employees are free, as individuals, to participate in political activity as long as they do not utilize Andover Chamber of Commerce funds, Andover Chamber of Commerce time, or the Andover Chamber of Commerce identity.
- Board members and management of Andover Chamber of Commerce should be aware that, because of their position, they should exercise discretion at all times to not convey the impression that Andover Chamber of Commerce is endorsing a political candidate.
- The Andover Chamber of Commerce Board is responsible for setting legislative goals for Andover Chamber of Commerce, and will review those goals at least annually.

Board member responsibilities 2.36

Board members are responsible for determining the Andover Chamber of Commerce policy in human resources, planning, finance, community relations, and organizational operations.

Human Resources - Board members have **three key responsibilities** in this area:

- Board membership, which includes recruiting new Board members, recognizing and nurturing existing Board members, and providing existing Board members with opportunities to grow and develop as leaders;
- President-ED oversight, which includes hiring, termination, disciplining and ongoing evaluation of the position;
- Personnel policies, which includes policies relating to the President-ED's employment, and ensuring that the President-ED has complete and up-to-date policies in place for management of staff.

Planning - Board members have **three key responsibilities** in this area:

- Establishing and reviewing Andover Chamber of Commerce mission/philosophy/goals;
- Planning which services/programs and committees the Andover Chamber of Commerce provides; and
- Evaluating Andover Chamber of Commerce services/programs, committees and operations on a regular basis.

Finance - Board members have **four key responsibilities** in this area:

- Ensuring financial accountability of Andover Chamber of Commerce;
- Overseeing an ongoing process of budget development, approval and review;
- Raising funds and/or ensuring that adequate funds are available to support Andover Chamber of Commerce's policies and programs; and
- Overseeing properties or investments of Andover Chamber of Commerce.

Community Relations - Board members have **three key responsibilities** in this area:

- Ensuring that Andover Chamber of Commerce's programs, committees and services appropriately address the needs of those we serve;
- Advocating for Andover Chamber of Commerce's services/programs and committees, which includes an awareness that Board members are always emissaries of Andover Chamber of Commerce in the community; and
- Cooperative action, which includes determining occasions when Andover Chamber of Commerce could/should take part in coalitions, joint operations, etc.

Organizational Operations - Board members **have four key responsibilities** in this area:

- Ensuring that Andover Chamber of Commerce's management systems are adequate and appropriate;
- Ensuring that the Board's operations are adequate and appropriate, which includes writing policies for conduct of meetings and operation of Board business;
- Ensuring that organizational and legal structure are adequate and appropriate;
- Ensuring that Andover Chamber of Commerce and its Board members meet all applicable legal requirements.

Performance expectations for Board members 2.37

In performing duties as a member of the Andover Chamber of Commerce Board, every Board member is expected to:

- Demonstrate a strong belief and commitment to Andover Chamber of Commerce's mission and goals.
- Devote the necessary time to prepare for and participate in Board and committee meetings.
- Exhibit high ethical standards and integrity in all Board actions.
- Be an enthusiastic advocate for Andover Chamber of Commerce.
- Take responsibility and accountability for the Andover Chamber of Commerce and all decisions made by the Board.
- Spend the time necessary to learn how to do the job, and maintain an ongoing schedule of in-service to learn how to do the job better.
- Demonstrate willingness to work as a team member with other Board members and the President-ED.

Board member orientation and development 2.38

The Andover Chamber of Commerce Board of Directors believes that professional development for Board members is vital to good governance of the Andover Chamber of Commerce. Therefore, new Board members will be given, within 30 days of election, a thorough orientation about the Andover Chamber of Commerce, Board operations, finance, Board ethics, responsibility and liability.

The Board will also include in the annual budget of the Andover Chamber of Commerce a line item for Board development. If the budget allows the line item will be used to pay for publications and materials to assist the Board to learn the job, training and in-service programs oriented to Board operations and travel to conferences and conventions that will assist Board members to develop their governance skills.

Board member orientation 2.39

The following will be the guide for orientation of all new Board members:

I. Mission/values of ACC

II. Term of office

- A. Board meeting schedule
- B. Board/committee structure
- C. Expectations of attendance
- D. Appointments/removal

III. Responsibilities

- A. Board member job description
- B. Board by-laws and policies
- C. Board officers and responsibilities
- D. Election of officers
- E. Meetings of the Board (regular and special)
- F. Quorum
- G. Conduct of meetings
- H. Conflict of interests
- I. Code of ethics
- J. Liability insurance
- K. Expectations of Executive Director
- O. Board goals

IV. Organizational overview

- A. organizational chart
- B. annual reports
- C. area served
- D. financial audits
- E. management contract
- F. monthly financial reports
- G. relationship to other organizations
- H. target constituency
- K. board policies

VI. Andover Chamber of Commerce programs

- A. purpose
- B. program plan

Board self-evaluation 2.40

Performance accountability for the Board of Directors will annually conduct a written self-evaluation of the Board's performance for the past year. The evaluation will include, but not be limited to:

- quality of meetings
- committee performance
- progress on the long-range plan
- fiscal monitoring
- cohesiveness of the Board team
- quality of the relationship with the President-Executive Director
- exercise of vision on behalf of the organization
- level of participation in Board activities by all Board members
- community/member relations

It will be the responsibility of the Chairman of the Board to initiate the Board self-evaluation.

Board members as advocates for Andover Chamber of Commerce 2.41

Board members are expected to take an active role in promoting the Andover Chamber of Commerce. Advocacy opportunities for Board members include fund raising, legislative lobbying and public relations.

The Board of Directors will annually discuss pending and potential legislative issues that will impact the Andover Chamber of Commerce and the membership, and develop a report on the official Andover Chamber of Commerce position on those issues. That report will be distributed on the website, etc., as appropriate, to Board members, staff, legislators, constituents and other interested parties.

The President-Executive Director will regularly bring opportunities for Board member advocacy to the Board, such as:

- Requests for Andover Chamber of Commerce presentations to service clubs and other organizations.
- Invitations to display Andover Chamber of Commerce programs at county fairs, home shows and other events.
- Public events and gatherings.
- Letter writing campaigns.
- Appearances before funding bodies.

The President-Executive Director will ensure materials about the Andover Chamber of Commerce programs; services and relevant information will be available for Board members on the Andover Chamber of Commerce website.

Measuring community/constituent needs and concerns 2.42

The President-Executive Director will regularly survey constituents/membership for feedback about Andover Chamber of Commerce programs and services. Surveys may be done through a variety of methods such as focus groups and written surveys. Information gathered should include, but not be limited to:

- Satisfaction with programs and services.
- Reaction to potential new programs and services being considered.
- Ideas for improvement of current programs and services.
- Ideas for new programs and services to meet constituent needs.

The President-Executive Director will be responsible for conducting the surveys. Results of the constituent satisfaction surveys will be reported at least annually to the Andover Chamber of Commerce Board. Information gathered will be used to develop the Andover Chamber of Commerce long-range plan.

Requests for corporation information from Andover Chamber of Commerce 2.43

To protect the corporation and those served by the Andover Chamber of Commerce, information will be released only under the following conditions:

- All requests for information, other than routine public information, about Andover Chamber of Commerce will be channeled to the President-Executive Director for a decision about releasing that information. If there is question about the appropriateness of releasing any information, the President-Executive Director will seek advice from the Board of Directors.
- Information about personnel matters will not be released to anyone outside the organization.
- Information discussed in executive session of the Board will not be revealed.
- Proprietary information that could have an adverse effect on Andover Chamber of Commerce finances will not be released.
- Matters considered confidential under state and/or federal law will not be released.
- Information about legal matters that might have an adverse effect on Andover Chamber of Commerce will not be released.
- The Andover Chamber of Commerce mailing list will not be revealed, distributed, released or used except for proper Andover Chamber of Commerce business purposes.

- The Andover Chamber of Commerce mailing list of membership will be distributed through the printed and online Membership Directory and may be distributed, by request via mailing labels or excel spreadsheet for a cost determined by the Board of Directors.
- No email addresses will be released by the Andover Chamber of Commerce and may only be at the discretion of individual members whether they include the information on the online directory.

Public communications 2.44

It is the Andover Chamber of Commerce Board's policy to encourage release of information to the public regarding programs, Board activities and consumer concerns. That communication will:

- Maintain integrity in dealing with the public and the news media. The President-Executive Director (or designee) is the official spokesperson and shall provide the news media with a formal channel of communication.
- Use the various news media and other available news resources for the promotion of Andover Chamber of Commerce programs, events and raise the community consciousness regarding Andover Chamber of Commerce services.
- Consistently communicating in an accurate and honest way related to Board policies.

Board member management of staff and public concerns 2.45

It is the policy of the Andover Chamber of Commerce Board that when a Board member is contacted by a staff member or member of the general public who has a concern or complaint about the Andover Chamber of Commerce, Board of Directors, or President-Executive Director within the Andover Chamber of Commerce, the Board member will follow the following procedures:

- Remember that individual Board members have no power or authority to speak or act for the full Board.
- Listen to the person's concern.
- Express a desire to reach a satisfactory solution with explanation that the information given will be provided to the Board Chairman and President-Executive Director.
- Explain that the Board of Directors and management have established a process for handling concerns which starts with the Chairman of the Board.
- Refer complaints, other than staff complaints, to the official complaint form available in the administrative office. Refer staff to the grievance procedure.
- Assure the person that the Chairman of the Board and President-Executive Director will be informed of the concern.

- Ask the person to report back to you about the progress or resolution of the concern, if desired.

Guidelines for processing public complaints 2.46

Anyone having a complaint is encouraged to file a formal complaint using forms located at the Andover Chamber of Commerce office. All complaint forms must be signed by the person originating the complaint. The nature of the complaint should be stated as well as the relief sought.

Step by step process for persons other than Andover Chamber of Commerce staff to file a complaint 2.47

Each step in this procedure will give consideration to the complaint and will be a review of facts. Each individual receiving the complaint will issue a written response within a specific time period. If remedy is not achieved through the steps, the Andover Chamber of Commerce Board is the final hearing body.

STEP I -- Formal Process -- The formal process begins with the person filing the complaint. He/she prepares a written statement containing his/her name, address, and telephone number; the condition, situation, or individual being complained about and why; the requested remedy. The Andover Chamber of Commerce encourages the form to be signed, dated and filed with the Board Chairman or the President-Executive Director, either personally or through an individual Board of Director.

STEP II -- If the complainant is not satisfied with the decision at the first level, he/she may present the complaint directly to the President-Executive Director (in writing) and expect response within (5) days from the date it was presented.

STEP III -- If the complainant is not satisfied with the decision of the President-Executive Director, he/she may submit a copy of the complaint to the Andover Chamber of Commerce Board within (10) days of receiving the President-Executive Director's deposition.

STEP IV -- Within (20) days, the Board will have conducted a hearing, from which it has gathered enough testimony and/or other pertinent information on which to base its decision. Once able to reach a majority decision, it will do so in writing to the complainant. This decision is final.

Andover Chamber of Commerce Official Complaint form 2.48

Date: _____

Person filing complaint: _____

Phone: _____

Where may you be reached (Address):

Explain nature of complaint:

Requested remedy:

Response #2: (Level—President-Executive Director)

Response #3: (Level--Board of directors)

Annual report 2.49

It is the responsibility of the President-Executive Director to assemble and distribute an Andover Chamber of Commerce annual report.

The annual report may contain:

- report from Chairman of the Board
- report from President-Executive Director
- highlights of the year

- information regarding type, quantity and cost of services

The annual report shall receive wide distribution, which may include Board, staff, constituents, news media and funding sources.

Target dates for annual report publication shall be the date of the Annual Meeting of the Andover Chamber of Commerce

Funding shall be budgeted to ensure this policy will be carried out.

Section 3

President-Executive Director's Roles and Responsibilities

The President-Executive Director role in the organization 3.1

In the conduct of the ongoing business of the Andover Chamber of Commerce, the President-ED is responsible for all business operations, including management of the assets of the Andover Chamber of Commerce; hiring, training, promotion, discipline and termination of other employees; and for establishing and maintaining the business organization and structure to efficiently conduct the management functions of the Andover Chamber of Commerce.

The President-ED plans for and administers programs and events providing service in accordance with the Andover Chamber of Commerce's stated purpose and in such a manner that optimum results are achieved in relation to the resources of the agency. He or she operates under the general direction of the Andover Chamber of Commerce Board Chairman.

President-Executive Director communication/counsel to the Board 3.2

The President-Executive Director will provide information and counsel to the Board. Accordingly, he/she will:

- Make the Board aware of special events, relevant trends, material external and internal changes and the assumptions upon which any Board policy has previously been established.
- Submit required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
- Marshal as many staff and external points of view, issues and options as needed for fully informed Board choices.
- Present information in a form that is understandable and of reasonable length.

Delegation to the President-Executive Director 3.3

The Board's job is generally confined to establishing topmost policies, leaving implementation of Board policy to the President-Executive Director. All Board authority delegated to staff is delegated through the President-Executive Director.

The President-Executive Director is authorized to recommend all further policies, make all decisions, take all actions and develop all activities which are true to the Board's policies. The Board will respect the President-Executive Director's choices so long as the delegation continues. This does not prevent the Board from obtaining information about activities in the delegated areas.

Acting with the authority granted above, the President-Executive Director may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics for the "prudent person" test, in violation of funding source requirements or regulatory bodies, or contrary to explicit Board constraints on executive authority.

Should a situation arise wherein the President-Executive Director deems it unwise to comply with a Board policy, he/she will inform the Board of Directors. Informing is simply to guarantee no violation may be intentionally kept from the Board. It is not for the purpose of receiving approval. Board response at that time does not exempt the President-Executive Director from subsequent Board judgment of his/her action.

Areas of responsibility delegated to the President-Executive Director 3.4

In the area of **human resources**, the President-Executive Director relates both to the Board and to the staff of the Andover Chamber of Commerce, but has ultimate responsibility to the Board.

For the **Board of Directors**, the President-Executive Director:

- Develops and/or assists the Board and recommends to the Board of Directors, specific, written, long and short-range plans for the development of Andover Chamber of Commerce programs and services.
- Maintains appropriate relations with the Board and various Board committees, and keeps them informed.
- Interprets trends in the fields of service in which Andover Chamber of Commerce is engaged, by maintaining involvement in the professional field as a whole.
- Assists with orientation and training programs for the Board.

For the **Andover Chamber of Commerce staff**, the President-Executive Director:

- Supervises and directs staff in the performance of their duties.
- Evaluates the performance of staff members.
- Provides overall control of and direction for the personnel of Andover Chamber of Commerce, including active participation in or approval of personnel actions.
- Manages volunteer staff activities.

In the area of **planning**, the President-Executive Director:

- Evaluates the services being provided by Andover Chamber of Commerce in relation to specified goals and standards, and recommends modifications, where appropriate.
- Recommends new programs, services and committees to the Board.

In the area of **finance**, the President-Executive Director:

- Prepares and/or assists the Board with Andover Chamber of Commerce Budgets and is accountable for control of these resources once approved.
- Directs all financial operations of Andover Chamber of Commerce.

In the area of **constituent relations**, the President-Executive Director manages all activities including coordinating Board activities in this area.

In the area of **public relations**, the President-Executive Director interprets the function of the Andover Chamber of Commerce to the community by assisting the Board, through direct involvement and through public relations programs, including personal contact, descriptive program literature, and the media.

In the area of **interagency relations**, the President-Executive Director:

- Maintains appropriate relations with other professional and service groups in the community.
- Maintains appropriate relations with federal, state, and local government units.
- Maintains appropriate relations with other agencies in similar fields of service.

In the area of Andover Chamber of Commerce **organizational operations**, the President-Executive Director:

- Recommends policies to the Board and/or assists the Board in the formulation of policies for the effective and economical operation of Andover Chamber of Commerce and its programs.
- Ensures implementation of the policies adopted by the Board.
- Has chief administrative responsibility for regular reporting to various bodies.
- Carries chief staff responsibility to ensure that legal obligations of Andover Chamber of Commerce are met.

Monitoring President-Executive Director Performance 3.5

Monitoring President-Executive Director performance is synonymous with monitoring organizational performance. The Board delegates management to the President-Executive Director and must have a process for ongoing monitoring of the President-Executive Director's performance of the delegated duties. The purpose of monitoring is to determine the degree to which Board policies are being fulfilled.

The Board will monitor President-Executive Director's performance by awareness of the President-Executive Director's job description, careful attention to all reports delivered to the Board and through an annual written evaluation of the President-Executive Director's job performance.

President-Executive Director Performance evaluation 3.6

It is the policy of Andover Chamber of Commerce to regularly evaluate the work performance of the President-Executive Director.

The evaluation will be given prior to the October Board meeting. All Board members will be able to participate in the evaluation process and will have had almost a full year of interacting with and observing the President-Executive Director's performance.

Compensation of the President-Executive Director will be determined after completion of the evaluation. Any increase in compensation will be effective beginning with the pay period in the next calendar year.

Although the evaluation will be facilitated by the executive committee or a special committee appointed by the Board Chairman, the entire Board will participate in the evaluation process.

The process begins with a review of the current job description to determine accuracy and appropriateness. The Board next provides input to the Appraisal and Evaluation Form based upon the job description and organization objectives. Respondents will be asked to rate the director's performance against each line item on the checklist as follows:

- _____Strongly Agree
- _____Agree
- _____Neutral
- _____Disagree
- _____Strongly Disagree

Space is allowed on each grouping of the checklist for comments and examples of why the Board member graded the performance accordingly.

The Board Chairman mails or emails the Evaluation Form to all Board members and will be returned to the home or business address of the Board Chairman. A request is sent with the evaluation form to complete within ten days. Respondents have the option of signing or not signing their evaluation forms. Constructive criticism from Board members should be specific so that appropriate corrective action may be taken by the President-Executive Director.

A copy of the evaluation is also mailed or emailed to the President-Executive Director with the request to complete a self-evaluation and recommend performance objectives for the upcoming year. The form completed by the President-Executive Director will not be included in the Board's compilation of results.

When the Board members have returned the evaluation forms, the Chairman of the Board makes up a composite evaluation which, by line item, indicates the number of responses for each rating. All comments are randomly listed without identifying the source of each comment.

Next, the full Board meets in Executive Session, without the President-Executive Director present, to review the composite evaluation and performance objectives for the upcoming year. The Board must reach consensus on each item in the checklist.

Then the Board Chairman and Board Vice Chairman meet with the President-Executive Director to present the full Board's conclusions about the evaluation. Should the President-Executive Director be in serious disagreement with part or all of the evaluation, the right to respond to the full Board must be available. Such a response should lead to a dialogue in which the problem area can be resolved in a candid and professional way.

The final agreed-upon evaluation should be signed by both the President-Executive Director and the Board Chairman. A copy of the evaluation is given to the President-Executive Director, and the original evaluation is kept on file by the Board Chairman to be passed on to the next Board Chairman. If no agreement is reached, the President-Executive Director must sign receipt of evaluation. A copy of the evaluation is not kept in the personnel office.

Board members will not solicit information regarding the performance President-Executive Director's from subordinate staff. Staff plays no role in the evaluation.

Board/ President-Executive Director Relationship 3.7

The Board of Directors recognizes and maintains the following guidelines in the Board's relationship with the President-Executive Director:

- The Board reserves the authority to establish policies, approve plans, and programs and delegate authority to the President-Executive Director.
- The Board will approve policies and long-range plans and programs for Andover Chamber of Commerce, and delegate authority to the President-Executive Director to execute and carry out the policies, plans and programs. The President-Executive Director will be responsible for hiring capable personnel within the limitations of Board policy and budget constraints, determining the appropriate compensation, training, supervising, disciplining and terminating if necessary.
- Board members will refrain from individually discussing management and personnel issues with Andover Chamber of Commerce personnel other than the President-Executive Director. The Board, in consultation with the President-Executive Director, may confer with key personnel at regular or special meetings of the Board.
- Authority for management of Andover Chamber of Commerce will be through the Board of Directors to the President-Executive Director, then to other personnel. The Board will require full and timely information from the President-Executive Director concerning pertinent matters that relate to the management of Andover Chamber of Commerce.

- The Board recognizes that efficient management of Andover Chamber of Commerce can exist only through mutual understanding and cooperation between the Board and the President-Executive Director. The Board also recognizes that the President-Executive Director is accountable to the Board to show results, but the President-Executive Director cannot perform well and show good results if not given latitude to exercise independent judgment in executing Board policy. Therefore, the Board grants that latitude of judgment and discretion and expects full accounting of performance from the President-Executive Director.
- The Board recognizes its position as the employer of the President-Executive Director and will be responsible for a systematic annual evaluation of the President-Executive Director's performance. The evaluation will be for the purpose of improving the President-Executive Director's performance and to provide a basis for consideration of the President-ED salary for the next year.
- The President-Executive Director employment with Andover Chamber of Commerce may be terminated for cause upon written notice to the President-Executive Director and in accordance with the Board/ President-Executive Director contract in effect.

Board/ President-Executive Director Responsibilities 3.8

To assist the Board and President-Executive Director to work as a team, the following principals will guide the team members to determine responsibilities of each part of the team:

- Responsibility for determining general policy shall be entrusted to the Board. The President-Executive Director shall keep the Board informed regarding the progress of all important Andover Chamber of Commerce programs.
- The Board represents the members in setting the goals and establishing the basic policies and long-range goals for Andover Chamber of Commerce. It shall refrain from involvement in the administrative functions except to monitor and evaluate.
- The Board shall transact official business with professional staff members and other program employees only through the President-Executive Director.
- The President-Executive Director shall be responsible for administering the program in accordance with Board policies and regulations.
- The President-Executive Director shall be responsible for the selection and assignment of staff.
- The President-Executive Director and staff shall prepare, and submit for Board action, an annual program plan and budget.
- The President-Executive Director shall provide the Board with data and information to enable the Board to make effective decisions.

- The President-Executive Director shall provide the Board with periodic reports as the Board feels is necessary to allow Board members to make accurate decisions.

President-Executive Director Succession Policy 3.9

A policy for President-Executive Director succession must include two parts—the process the Board will follow **to replace a retiring President-Executive Director**, and a process to continue uninterrupted service **in the event of sudden loss of the President-Executive Director**.

Resigning or retiring President-Executive Director

The process for replacing a resigning or retiring President-Executive Director will be as follows:

- The Board will determine the exact retirement/resignation date of the current President-Executive Director.
- The Board will determine a specific target date to bring on a new President-Executive Director. This target date will be flexible to allow the selected candidate some latitude in the beginning date.
- The current will President-Executive Director compile a list of vital instructions for an interim President-Executive Director and update that list annually.
- The Board will designate an interim President-Executive Director to serve for the time between the ending date of the current President-Executive Director and the beginning date of the new President-Executive Director. Board members are not eligible to serve as the interim President-Executive Director.
- The Board Chairman will nominate a Search Committee of not less than three Board members and not more than five Board members. If possible, the current President-Executive Director will be an ex-officio member of the Search Committee. The Board Chairman may appoint up to two additional Search Committee members from outside the Board such as former Board members, community leaders or other persons who would be valuable resource to the committee. The Board Chairman will seek Board approval of the nominees.
- The Board will consider the need for any changes to the management structure before the search for a new President-Executive Director.
- The Search Committee will begin as soon as possible to:
 1. Update the job description for the President-Executive Director.
 2. Develop a profile of the preferred candidate.
 3. Determine the feasibility of utilizing a search firm to assist the Board in the search.
 4. Determine salary range and terms of the contract to be offered.

5. Identify appropriate advertising media to be used.
 6. Establish a schedule to complete interviews, reference checks and final selection.
 7. Determine who will conduct the interviews and what questions will be asked.
 8. Determine the extent of staff and community involvement in the search process.
 9. Establish a process for communicating search progress to the Board and staff.
- The Search Committee will seek approval of the full Board for all of the above.
 - The Search Committee will recommend no more than three nor less than two candidates for review.
 - The Board will interview the final candidates and select the new President-Executive Director.
 - External candidates and current employees will be invited to apply for the position.
 - The Board will set dates for three-month and six-month reviews of President-Executive Director performance. These reviews will be informal discussions between Board Chairman, Vice Chairman and the President-Executive Director for the purpose of assisting the President-Executive Director to understand Board needs and intent, as well as affirmation of good President-Executive Director performance. The Board will do a formal written performance evaluation of the President-Executive Director after approximately one year of employment and then annually.

Sudden loss of President-Executive Director

The process to continue uninterrupted service in the event of sudden loss of the President-Executive Director will be as follows:

- Annually, the Board will designate one member of the board who will assume the duties of the President-Executive Director if, in the judgment of the Board of Directors, that becomes necessary.
- The list will include, but not be limited to, such information as:
 1. A staff flow chart showing chain of command and a list of responsibilities of all management personnel. The list will also include special instructions about which staff members should be consulted for special assistance in such areas as personnel management, maintenance, finance, computer operations and other essential functions of the organization.
 2. Location of all bank accounts and financial records, and instructions about disbursement authority.
 3. Location of all vital documents, such as policies and contracts.
 4. Location of all computer backup files.
- If it becomes necessary to implement these emergency procedures, the Board of Directors will meet as soon as possible with the designated interim President-Executive Director to:
 1. Establish a plan for continued operation.
 2. Appoint the interim President-Executive Director.

3. Establish a schedule of Board meetings to provide adequate support for the interim President-Executive Director.
- As soon as possible after the designation of the interim President-Executive Director, the Board will implement the applicable procedures from the first half of this policy.

Section 4

Board of Directors Meetings

Conduct of Meetings 4.1

So that meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among Board members, between the Board and the President-Executive Director, and among the Board, President-Executive Director and those the Board and President-Executive Director request to make presentations.

Board Calendar 4.2

A calendar of agenda items will be established by the Board annually before the beginning of the Board year. The calendar will list agenda items that regularly require Board action during specific time frames each year, such as approval of the budget, renewal of contracts, evaluation of the President-Executive Director, the Board planning retreat and other standard annual events. At its organizational meeting each year, the Board will determine the regular meeting dates, time and place for the next year.

Regular Meetings 4.3

Regular meetings of the Board will be held monthly. So that Board members can schedule for the meetings well in advance, the specific dates will be established for the full year at the Board's organizational meeting each year. The Board will make every effort to maintain those dates as Board meeting dates.

Special Meetings 4.4

Special meetings of the Board should be called only rarely when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the Board may be called by the Chairman of the Board or by petition of a majority of Board members. A call for a special meeting will state the business to be addressed by the Board at the special meeting. Every member of the Board must be notified of the special meeting at least five days prior to the established meeting time.

Absence from meetings 4.5

When a Board member is absent from three consecutive regular meetings, and is not excused by the Board, the other members of the Board may declare the position vacant by a majority vote of the Board, and will notify the absent member. The vacancy will be filled by the Board within 30 days of the declaration of vacancy.

Open Board Meetings 4.6

It is the policy of the Andover Chamber of Commerce Board to hold open Board meetings using the following guidelines:

- Agendas will be provided to guests at the beginning of the meeting.
- Guests may comment to the Board only at the designated "Open Forum" section on the agenda or when the Board requests public comment.
- When dealing with confidential matters the Board may elect to go into closed session as allowable under KOMA.
- Executive Session meetings are not generally open to non-Board members or designated staff except at the invitation of the Board.

Closed Meetings 4.7

All regular meetings of the Board will be open to (members, public) except as specified below, also known as "Executive Session". The Board will close its meetings only when:

- Discussion by the Board could harm the reputation and character of any person or entity.
- Information discussed by the Board could have an adverse legal impact on the organization's legal position if the information were public knowledge.
- Information discussed by the Board could have an adverse financial impact on the organization if the information were public knowledge.
- Information discussed by the Board deals with the President-Executive Director position.

To close a meeting, a motion must be made and approved by a majority of the Board stating the specific reasons for closing the meeting and a specific time must be stated to conclude the Executive Session. Business conducted in the closed session must pertain directly to the stated purpose for closing the meeting. The minutes will reflect time Executive Session begins and recorded when the session closed. If the Board needs more time for the discussion, it is reflected that more time was needed and again record the time to close the Executive Session.

Meeting Agenda Packet 4.8

All matters to be considered by the Board at the meeting will be included on the agenda and in the Board packets electronically delivered to Board members at least four days prior to the meeting. The Board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the Board.

Meeting agendas will be developed by the President-Executive Director and approved by the Board Chairman prior to distribution to other Board members.

All Board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

The agenda may be amended and any additions after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for Board information, and only by consensus of a majority of the Board members.

The Andover Chamber of Commerce Board meeting agenda will approximate the following outline:

- Call to order by the Board Chairman or other presiding officer and determination of a quorum
- Approval of agenda
- Consideration, correction and approval of minutes of the previous meeting
- Public forum or member forum
- Consideration and acceptance of the financial report
- Standing committee reports and recommendations for Board action
- Special committee/task force reports and recommendation for Board action
- Unfinished business
- New business
- Adjournment

Meetings by Conference Call 4.9

It is not the practice of the Andover Chamber of Commerce Board to hold meetings by conference telephone calls, video or Skype. However, emergency situations may dictate that some Board members cannot attend the meeting in person, but may attend via telephone conference call. In those cases, any or all of the Board members may participate in the meeting by conference telephone.

All Board meetings in which one or more of the Board members are participating by telephone will be conducted under the following rules:

- All Board members participating in the meeting must be able to hear each other.
- All rules for conduct of meetings, including role call and quorum will be followed.

Staff Attendance at Board Meetings 4.10

Since it is the policy of the Andover Chamber of Commerce Board to hold the President-Executive Director accountable for all management of Andover Chamber of Commerce, it is left

to the President-Executive Director to invite any staff to the Board meeting that the President-Executive Director needs as resource for issues the Board will consider during the meeting.

Open Board meetings 4.11

Open Board Meeting will be conducted according to KOMA Electronic Recordings of Board Meetings 4.12

To ensure the greatest amount of discussion and debate at Board meetings and committee meetings, no electronic recording devices will be permitted for use by individual directors or guests at the meeting.

Public Forum 4.13

Each meeting agenda, except special meetings of the Board, will include an item that is allocated no more than 15 minutes and labeled "Persons to be Heard." All persons, other than Board members, wishing to speak during the forum will, prior to the meeting, complete a written form listing the speaker's name, issue to be addressed and name of organization represented. The form will be handed to the Board chairperson. Procedures for the forum will follow the outline on the form on the following page.

Public Forum Policy for Andover Chamber of Commerce & Request to be Heard 4.14

The Andover Chamber of Commerce Board welcomes you to this meeting. We conduct our meetings in strict compliance with the state open meetings law. That law requires that our Board meetings be open for public observation, but it does not require that the public be allowed to participate in the meetings.

However, we value the ideas and insights of others. Therefore, it is the policy of this Board to allow 15 minutes of each meeting for a forum. If you wish to speak to this Board during the "forum" section of our agenda, please complete the form on the bottom of this paper and hand it to one of the Board members before the meeting. Only persons who have completed the form and given it to a Board member prior to the convening of the meeting will be allowed to speak.

When the Board reaches the "forum" section of the agenda, the Chairman of the Board will divide the 15-minute segment by the number of persons who have requested to speak to the Board to determine the amount of time allocated to each person. The Chairman of the Board will then call on those people one at a time to stand and address the Board for no more than the allocated time.

Do not expect the Board to respond at this meeting to your questions or requests for information or requests for action. The Board will note your request and respond at a later appropriate time after Board members have an opportunity to deliberate about the request.

At other times during this meeting, Board members may wish to ask for information from persons in the audience, but please refrain from comment unless the Board asks you to comment. Board members are always anxious to hear from constituents outside the meeting, but our meeting agenda is usually full and does not allow us time for a continuous open forum. Thanks for helping us conduct an open and orderly meeting.

Request to speak to the Andover Chamber of Commerce Board during the forum

This form must be completed and given to the President-Executive Director or the Chairman of the Board before the meeting if you wish to speak to the Andover Chamber of Commerce Board during the "forum" section of the meeting agenda. The forum will be conducted according to the format explained above.

Your name: _____
Group/organization you represent, if any: _____
Subject about which you will speak: _____

Voting 4.15

All members of the Andover Chamber of Commerce Board who are present when a question is put to the Board will vote upon the question unless excused by the other members present or unless disqualified by conflict of interests. Results of the vote will be recorded.

Voting on all motions will be by voice unless requested otherwise by a member of the Board, at the direction of the Chairman of the Board, or required by these policies.

All voting by which the Andover Chamber of Commerce funds are appropriated must be by roll call and the results will be recorded by names of Board members.

Voting to elect officers of the Board will be by secret ballot.

A Board member who is present at a meeting of the Board, at which action is taken on any corporate matter, will be presumed to have concurred in the action taken unless the dissent of the Board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple "no" vote on the action.

A Board member who is absent from a meeting of the Board at which action is taken will be presumed to have concurred in the action unless the trustee will file a written dissent with the secretary of the Board within a reasonable time after learning of the action.

Quorum 4.16

A majority of all currently elected members of the Andover Chamber of Commerce Board will constitute a quorum for the purpose of conducting official Board business. A "majority" means the next whole number greater than one-half of the total number of members. E.g. the "majority" of a five member body is 3; the "majority" of a nine member body is 5.

Disqualification for Voting 4.17

No member of the Andover Chamber of Commerce Board may vote on any matter in which the Board member has a direct or indirect financial interest or a noted conflict of interest.

No member of the Board nor any employee of the Andover Chamber of Commerce will have proprietary business dealings with the Andover Chamber of Commerce which directly or indirectly results in gain or profit to such Board member or employee unless he/she first files a sworn statement with the Chairman of the Board of the intent to have such business dealings, and states therein the nature, type, and extent of the transaction and interest of the Board member. Remaining Board members must, by majority vote, give approval.

Minutes of the Board Meeting 4.18

Records of all actions of the Board will be set forth in the minutes of the meeting. Minutes will be kept on file at the official office of the Andover Chamber of Commerce and will be known as the official record of the Andover Chamber of Commerce Board.

Minutes will be recorded by the Secretary or designee. The office of the Andover Chamber of Commerce will be the custodian of the minutes.

Minutes of the meeting are a record of the actions of the Board, not a record of discussion. Minutes of the Andover Chamber of Commerce Board meetings will include:

- The type of meeting--regular, special or continued.
- The name of the presiding officer.
- A statement that a quorum was or was not present.
- The names of those Board members present and the names of those Board members absent from the meeting.
- The exact wording of all motions, whether passed or failed.
- Disposition of each motion made--passed or failed. (If the vote is by roll call, each Board member's vote will be recorded by name. When a ballot vote is taken, the number voting for and the number voting against will be recorded. No views, protests or explanations from Board members about the vote will be recorded in the minutes unless the full Board votes to allow such entries.)

- Notation of each committee report.
- Notation that financial reports were examined by the Board.
- Notation of time of adjournment of the meeting.

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

Parliamentary Authority 4.19

Meetings of the Andover Chamber of Commerce Board will be governed by the parliamentary rules as outlined in Robert's Rules of Order Newly Revised in all cases where current by-laws and current Board policies do not apply.

Section 5

Organizational Finance

Fiscal year 5.1

The Andover Chamber of Commerce fiscal year will be the first day of January to the last day of December.

Financial management 5.2

Financial resources of the Andover Chamber of Commerce are the responsibility of the Board of Directors. The Board will:

- Have a clear plan for acquisition of financial resources to pay for the programs and services provided by Andover Chamber of Commerce.
- Provide guidelines for management and allocation of financial resources which will produce optimum benefit for those we serve.
- Monitor and evaluate the financial plans and guidelines of Andover Chamber of Commerce to ensure the financial integrity of Andover Chamber of Commerce.

Budgeting 5.3

An annual operating budget will be prepared by the President-Executive Director with the assistance of the Finance Committee and presented to the Board for approval at least 60 days prior to the beginning of the next fiscal year. The budget will reflect the cost of carrying out the programs and services of the Andover Chamber of Commerce for the next fiscal year. This budget will also reflect the anticipated revenues of the Andover Chamber of Commerce.

The budget will be reviewed by the Board and approved as their financial plan for the Andover Chamber of Commerce. The President-Executive Director will manage the Andover Chamber of Commerce's finances according to the plan without seeking further approval of the Board. However, the President-Executive Director will keep the Board well informed of the ongoing status of the financial plan, and will not make expenditures outside of the budget plan without seeking Board approval to amend the budget. Amendments to the budget will be presented to the Board for approval for any of the following reasons:

- Andover Chamber of Commerce enters into compacts or contracts that were not included in the approved budget.
- The President-Executive Director proposes a major expenditure that was not included in the approved budget.
- Significant unanticipated revenues are received or cost overruns occur.

Working capital reserves 5.4

A working capital reserve sufficient to keep the Andover Chamber of Commerce operating for at least a 60-day period will be maintained at all times.

Accounting 5.5

The accounting system used by the Andover Chamber of Commerce will utilize generally accepted accounting practices that are required and/or recommended by regulatory or lending agencies and the Andover Chamber of Commerce auditor.

The accounting practices and procedures used by the Andover Chamber of Commerce will allow for adequate management of the Andover Chamber of Commerce's revenues and expenses, and will provide adequate systems of monitoring by the Board of Directors as well as outside auditors.

Financial reports and audits 5.6

Reports reflecting the financial condition of the Andover Chamber of Commerce will be presented to the Board monthly. These financial reports will include:

- At least quarterly status of expenditures on major capital projects.
- Monthly statement of cash flow.
- Monthly revenue and expense statement for the month and year-to-date with comparison to the budget.

An internal audit process will be established and maintained. The President-Executive Director will report, at least quarterly, any significant findings to the Board. Gross violations or breach of trust will be reported to the Board immediately upon discovery.

Signing checks 5.7

Authorized signatories for all general fund accounts must include two of the following: the Chairman of the Board, the Treasurer of the Board, other Board members designated as signatories by the Board, the President-Executive Director.

It is the responsibility of the President-Executive Director to ensure that signatures can be gained from appropriate signatories so that payment can be made on obligations of the Andover Chamber of Commerce. It is also the responsibility of the President-Executive Director to ensure that adequate controls and safeguards have been established to ensure disbursement of funds only for proper purposes.

It is the responsibility of all check signers to ensure that there is adequate documentation, consistent with good internal controls, for valid payment of checks they sign.

Use of credit cards/debit cards 5.8

The President-Executive Director will recommend to the Board those staff members authorized to use the Andover Chamber of Commerce's credit card/debit card. The Board will approve and maintain a list of authorized individuals.

The Andover Chamber of Commerce credit card/debit cards will only be used for appropriate Andover Chamber of Commerce business, and all uses will be appropriately documented. The Andover Chamber of Commerce credit card/debit card will not be used for personal expenditures.

Monthly reports of credit card/debit card billings will be provided to the Board. Banking statements for all Andover Chamber of Commerce accounts will be mailed to both the Andover Chamber of Commerce office and to the Board Treasurer.

Purchase orders 5.9

Staff purchases of supplies and materials will be made only with a properly authorized purchase order signed by the President-Executive Director, Board Treasurer or Board Chairman.

Contracts 5.10

The President-Executive Director may approve service agreements and contracts that cost less than \$500 annually or over the contract life with approval of the executive board. The President-Executive Director may also approve agreements which continue the same service level and cost from a prior contract. These agreements must be done within the approved budget line item spending limits. All other contracts must be approved by the Board of Directors.

All service agreements and service contracts shall be awarded on the basis of membership to the Andover Chamber of Commerce, cost, experience, and references. No contracts may be written or awarded to employees or Board members or their immediate family.

At a minimum, all contracts must contain the purpose, effective dates, authorized signatures, amount to be paid, how liability risks are covered or met, and services to be provided.

Investment practices 5.11

Funds not required for current operations will be invested according to an investment plan approved and revised annually by the Board.

Investments must be government-secured and guaranteed. Investments may be made at the discretion of the President-Executive Director within the plan adopted by the Board, with the exception of any investments in securities with a maturity of more than one year, which must have the prior approval of the Board.

The President-Executive Director will present reports to the Board at least quarterly which show the status of all investments, including the rate of return and current market value.

President-Executive Director Limitation 5.12

The President-Executive Director may not risk financial losses to the Andover Chamber of Commerce beyond those that may occur in the normal course of business. The President-Executive Director will:

- Ensure against embezzlement, casualty losses to full replacement value, and against liability losses (to Board members, organization or staff) beyond the minimally acceptable prudent level.
- Ensure that all personnel with access to significant amounts of Andover Chamber of Commerce money are appropriately bonded.
- Ensure that facilities and equipment are properly maintained.
- Limit exposure of Andover Chamber of Commerce, the Board or staff to claims of liability.
- Disburse funds only under controls sufficient to meet the Board-appointed auditor's standards.
- Invest operating capital only in secure short-term investments.
- Ensure off-site backup of all computers and other financial records necessary for uninterrupted operation of Andover Chamber of Commerce.

Spending authorizations 5.13

The President-Executive Director may make expenditures consistent with the Board-approved budget without further Board approval. However, expenditures that are not within the Board-approved budget must be formally approved by the Board of Directors.

A list of anticipated major capital expenditures should be included with the annual budget that is submitted to the Board for approval.

Unbudgeted emergency repairs to equipment that must be completed immediately, and cannot be practically submitted to the Board for approval, may be authorized by the President-Executive Director. The Board of Directors will be informed of the expenditures as soon as possible.

Delegation of Spending Authority 5.14

The Board of Directors is recognized as the ultimate spending authority for the Andover Chamber of Commerce. To more efficiently conduct the Andover Chamber of Commerce business, the President-Executive Director will annually, recommend for Board action the delegation of authority to specific employees to approve various types of expenditures of the Andover Chamber of Commerce funds. That authority will remain in effect for one year unless specifically revoked by the Board. Clear restrictions and controls will apply to all expense approval levels.

The employee or Board member officially holding an authority to approve expenditures of funds is expected to personally exercise that specific authority. Allowing another person to use the authorized signature is not acceptable.

The use of a signature stamp for authorizing signatures is prohibited.

No employee shall approve a transaction which will result in personal gain, or which is executed personally. Approval must be at the next highest level of authority.

Approval of travel and personal expenses will always be at the next highest level of authority for every employee. The President-Executive Director expenses will be approved by the Executive Board up to budget. When expenses exceed budget, final approval rests full Board. Board member expenses will be approved by the full Board.

No employee shall approve a transaction in which a conflict of interest exists.

If there is any doubt about the propriety of expenditure, the employee should not approve the expenditure, but rather refer approval from a higher authority.

Insurance/bonding protection of Andover Chamber of Commerce 5.15

The President-Executive Director will recommend to the Board all necessary bonding of staff members who handle the Andover Chamber of Commerce funds and recommend to the Board any appropriate insurance protection to protect the finances of the Andover Chamber of Commerce.

Charitable donations by Andover Chamber of Commerce 5.16

Because of the nature of the mission of this organization, the Andover Chamber of Commerce does not make charitable contributions.

Bad debts owed to Andover Chamber of Commerce 5.17

If the total receivable from any one individual or organization is \$100 or less, the President-Executive Director may authorize the debt to be written off if he/she believes the debt is uncollectible and will notify the Andover Chamber of Commerce Board of Directors during the regular monthly meeting.

Write-offs of debts over \$100, which the President-Executive Director believes are not collectable, may be authorized only by a vote of the Andover Chamber of Commerce Board of Directors.

If the Board of Directors believe that delinquent accounts has received value for their membership fee or the event for which an invoice has been sent, the board may assign the account over for collection to either legal counsel or a collection agency, or taken to small claims

court, as the President-Executive Director and Board of Directors deem appropriate. In advance of any such activity and in order to maintain a positive business relationship with the delinquent account and the community of Andover, the President-Executive Director will meet with the delinquent account holder to gain knowledge of reason(s) for non-payment and to ensure all efforts have been made to satisfy the member of the value the Andover Chamber of Commerce has provided during the period in question. The aforementioned meeting will take place within 30 days of any account which is over 90 days delinquent.

Section 6

Employment Policies

Chain of command 6.1

The order of business in which the Andover Chamber of Commerce adheres to is.



The needs and success of the staff is important to the Andover Chamber Board of Directors and the Board of Directors will work through the chain of command to facilitate the success of all the Andover Chamber of Commerce staff and committees.

The Board of Directors expects all staff to respect and follow the chain of command when registering complaints, making suggestions and communicating with the Board of Directors about the business of the organization. Staff members who take complaints, requests, criticism or other organization business directly to the Board or individual Board members without working through the President-Executive Director will be considered insubordinate and subject to disciplinary measures by the President-Executive Director. The President-Executive Director may, at any time, take any complaints, requests, criticism or other organizational business directly to the Chairman of the Board.

The Board of Directors expects each Board member to respect and follow the chain of command when communicating with staff about the business of the organization. Board members will not take complaints, suggestions, requests or demands to the staff except through the President-Executive Director. When a Board member receives a complaint or suggestion from a staff member other than the President-Executive Director, the Board member will remind the staff member of this Board's policy about following the chain of command. The Board member will report the staff communication to the President-Executive Director.

Employee grievance procedure 6.2

This policy is to promptly resolve grievances, and to facilitate communication among the Andover Chamber of Commerce employees. This policy applies to all regular employees and is part of the Andover Chamber of Commerce Personnel Policies Manual.

The definition of a grievance is: "A dispute by an employee that involves questions of interpretation or application of wages, hours, terms and conditions of employment or disciplinary actions. Probationary employees may not grieve termination from their positions."

The employee grievance process will follow these steps:

Step 1: The employee will present the grievance verbally to the President-Executive Director within five working days of the alleged violation or the date the employee becomes aware of the alleged violation, whichever is later. The President-Executive Director will attempt to resolve and implement the resolution and respond to the employee in writing no later than five working days from the date the employee brought the complaint.

Step 2: If the grievance is not resolved in Step 1, the employee may submit a written grievance to the President-Executive Director within five working days of the date the response from step one was due or received, whichever comes first. The President-Executive Director will have five working days from receipt of the written Step 2 grievance to investigate the matter and respond in writing to the grievant.

The President-Executive Director's written response will be the final disposition of the grievance.

Personnel policies 6.3

Appropriate and complete personnel policies will be adopted by the President-Executive Director and reviewed by legal counsel for accuracy and completeness. The President-Executive Director will report to the Board of Directors that this has been done, and will report annually that all personnel policies have been reviewed and updated.

Personnel policies are published in a separate Personnel Policy Manual. All employees will be given a copy of the most recent and updated Personnel Policy Manual, and will sign acknowledgment of such receipt.

Implementation and administration of all personnel policies are the responsibility of the President-Executive Director and the Andover Chamber of Commerce Board Chairman.

Professional memberships 6.4

The Board recognizes the importance of employees staying current in fields related to their employment and the importance of maintaining professional status. Therefore, the Andover Chamber of Commerce may pay for the cost of professional memberships for employees within the limits of the budget and provided such membership is in the best interest of the Andover Chamber of Commerce.

The Andover Chamber of Commerce may also pay the cost for employees to attend meetings related to their professional memberships if the meeting is judged to be in the best interest of the Andover Chamber of Commerce.

Nepotism 6.5

Board members and members of their immediate families may not be employed by the Andover Chamber of Commerce, except by vote of the Board of Directors. Members of the immediate family of the President-Executive Director may not be employed by the Andover Chamber of Commerce.

The term "immediate family" as used above is defined as the relationship of:

- Husband and wife
- Father and son or daughter
- Mother and son or daughter
- Brother and sister

Equal employment opportunity/affirmative action 6.6

All employment decisions and personnel actions will be administered with the purpose of promoting and ensuring equal opportunity for all persons. All promotional opportunities will be publicized by one of the following means:

- **Management and secretarial positions**--by bulletin board notification to employees of the vacancy, inviting submission of a written summary of qualifications for supervisor's consideration. In the absence of qualified in-house applicants, the position may be filled from sources outside Andover Chamber of Commerce.

All hiring and promotional decisions will be made on the basis of valid, written job requirements set forth in the appropriate position description or vacancy posting.

All Andover Chamber of Commerce social and recreational programs will be administered on a non-discriminatory basis.

Safety and loss control 6.7

The Andover Chamber of Commerce is committed to maintaining safety in its operations, on its property and in the delivery of programs and services.

The President-Executive Director will provide for and actively promote ongoing safety, loss control training and will institute procedures for all staff. The Andover Chamber of Commerce will ensure a safe work environment by providing appropriate equipment for employees to perform their duties.

Accidents and losses due to accidents will be reported to the Board monthly.

When necessary, the President-Executive Director will review safety concerns and risk management plans with legal counsel to ensure legal compliance.

Sexual harassment 6.8

The Andover Chamber of Commerce has a policy against sexual harassment which undermines the integrity of the work environment. Sexual harassment may include words as well as acts, sexual advances, offensive touching and offensive or derogatory sexual comments. All such conduct is forbidden particularly when:

- Submission to such conduct is explicitly or implicitly made a condition of employment.
- Submission to or rejection of such conduct by an individual is used as a basis of employment decisions affecting the individual.
- Such conduct has the purpose or effect of substantially interfering with an individual's work performance, or creating an intimidating, hostile or offensive work environment.

Any person who believes that he or she has been subject to sexual harassment by a supervisor, fellow employee, Board member, or any person calling upon the organization, should contact the President-Executive Director. If the person believes the President-Executive Director is the cause for a sexual harassment complaint, the complaint should be directed to the Chairman of the Board of the Andover Chamber of Commerce. All sexual harassment complaints will be promptly investigated. Where harassment is found to exist, immediate corrective action will be taken.

Drug-free workplace 6.9

The manufacture, distribution, possession or use of or controlled substances, including amphetamines, barbiturates, heroin or opiate derivatives, or hallucinogens, while on the job or on Andover Chamber of Commerce property will result in disciplinary action.

The legal use of drugs or controlled substances which are prescribed by a licensed physician is not prohibited, but employees in positions where such drug usage may affect the safety of themselves or others are required to make such use known to an appropriate Andover Chamber of Commerce supervisor. Minimally, this obligation applies to employees operating Andover Chamber of Commerce vehicles and employees using equipment which, if improperly used, may result in personal injury or property damage.

Any physical examination that Andover Chamber of Commerce requires may include testing for drug or alcohol use and abuse. Further, if the Andover Chamber of Commerce has probable suspicion to believe that an employee is using or is under the influence of controlled substances or alcohol, the employee must submit to testing. If the employee refuses to submit to the testing or sign the consent form to allow such testing, it will constitute a presumption that the employee is under the influence of alcohol or drugs. Refusal to consent and cooperate in the drug testing will be grounds for immediate discipline.

Law enforcement officials will be notified whenever illegal drugs are found in the workplace, and the Andover Chamber of Commerce will fully assist in any resulting investigation and prosecution.

Whenever possible, the Andover Chamber of Commerce will assist employees in overcoming drug, alcoholism and other problems which may adversely affect employee job performance, but the Andover Chamber of Commerce will not tolerate drug usage that may affect the safety of its work force or others.

References for employees leaving Andover Chamber of Commerce 6.10

It is the policy of the Andover Chamber of Commerce Board that no employee or Board member of Andover Chamber of Commerce will provide performance references for/about former employees.

When requests for such references are received, with appropriate releases from the former employee, they will be referred to the President-Executive Director of the Andover Chamber of Commerce. The President-Executive Director will provide the requesting party only the dates of employment for the former employee, and a copy of this policy statement.

Section 7

Officers of the Board

Officers of the Board and job definitions 7.1

Officers of the Board will be a, Chairman, Vice-Chairman, Secretary and Treasurer elected by a majority vote of the Board. The Past Chairperson serves as an advisor to the Chairman and has voting authority. The Board of Directors Officers will serve as the Executive Committee of the Board.

The Chairman of the Board of Directors will collaborate with the President-Executive Director to prepare Board meeting agendas, preside at Board meetings, ensures that all functioning committees have an identified Chairman, will have signatory authorization and may represent the Board in public and official capacities as instructed by the Board. The Chairman will also:

- Chair the Executive Committee.
- Make special assignments and appoint representatives to other organizations.
- Act as liaison between the Board of Directors and President-Executive Director.
- Encourage and empower the Board of Directors to do long-range planning.
- Reminding Board of Directors of their responsibilities to the Andover Chamber of Commerce.
- Encourage participation in Board activities.
- Ensure that all Board members' views are represented in Board meetings.

The Vice-Chairman will perform the Chairman's duties in their absence. The Vice-Chairman will also:

- Serve on the Executive Committee.
- Work with the Chairperson to be prepared to assume that office if necessary.
- Responsible for administering the Bylaws and Policies/Procedures, coordinating an annual review and preparing recommendations of any amendments to both documents to the Board of Directors.
- Has signatory authorization.

The Secretary will oversee the records of the Board of Directors, including meeting minutes for the Board and Executive Committee, the charter and any historical documents. When required, the secretary will also sign notes, contracts and other official agreements on behalf of the Andover Chamber of Commerce and at the direction of the Board of Directors. The secretary will also:

- Ensure that all official documents are safely passed to the next secretary.
- Research Andover Chamber of Commerce records when necessary for information for the Board of Directors.

- Ensure that all records on personnel and other pertinent documents are installed in the safe deposit box of the Andover Chamber of Commerce.

The Treasurer is custodian of all funds of the Andover Chamber of Commerce and will oversee but not manage the financial records of the Andover Chamber of Commerce, ensuring the Board of Directors receives monthly reports of the financial condition of the Andover Chamber of Commerce. The treasurer will also:

- Ensures the Board of Directors has a clear understanding of the annual budget before approval.
- Provide in-service programs for the Board of Directors so each member will understand the financial reporting process.
- Shall, in the absence of the Chairman and Vice Chairman perform the duties of the Chairperson
- Has signatory authorization.
- Chair the Finance Committee.

Officer election process 7.2

Officers will be elected at the annual Board Retreat in December when new or re-elected Board members are confirmed. The Board of Directors will follow the following procedures in electing its officers:

- Election will be by secret ballot at a meeting at which a quorum of Board members is present.
- The Board will meet to elect its officers at the first meeting following the annual election of new Board members, or, at the president's discretion.
- Only Board members present for elections will be allowed to vote for officers. There will be no "absentee ballots," or telecommunications voting.
- Officer candidates must have consented to seek office before their name is placed in nomination and have submitted a letter of intent to the Chairman of the Board.
- Nominations will be open for any eligible candidate who has given prior consent and who has served on the Board of Directors for one year.
- All voting will be done using paper ballots.
- A systematic elimination process will be used in voting, (i.e. if 5 candidates, vote for 3 and take top 3, vote for 2, take top 2 and then vote for 1).

Terms of Officers 7.3

Terms of all officers will be for one year. Only properly elected or appointed members of the Board of Directors may serve as officers of the Board. Each officer may be reelected for a second consecutive term to the same office. After the second consecutive term, that officer must be absent from that officer position for one year before assuming the same officer position.

Officer authority 7.4

Officers of the Board of Directors are elected to be trustees of the Board of Directors. All authority of the officers is delegated to them by the Board of Directors. No officer will have authority to speak or act on behalf of the Board of Directors other than that authority specifically granted in the Andover Chamber of Commerce by-laws, in Board policy or by majority vote of the Board of Directors.

Vacancies of officer positions 7.5

If a vacancy occurs in any elected officer position because of resignation, death, ineligibility to hold office or formal removal of an officer by the Board of Directors, the Board of Directors will proceed to fill the vacancy at the earliest possible time, guided by the Chairman.

If the vacancy occurs in the Chairman's office, the Vice-Chairman will assume the office as soon as the Board of Directors declares the position vacant. The Vice-Chairman will hold the office of Chairperson until the Board elects a new Chairman. The acting Chairman will guide the process of determining the new Chairman.

A vacancy is filled in the prescribed manner of election of officers in this policy.

Removal of officers 7.6

The Andover Chamber of Commerce Board of Directors has the right to remove any officer from that elected position by the same authority that elected the officers. Officers may be removed from office for:

- Gross or willful neglect of the duties of the office.
- Misuse of Andover Chamber of Commerce funds.
- Conviction of a felony.
- Intentional lack of public support for the Andover Chamber of Commerce mission, staff or programs.
- Failure to inform the Board of Directors about issues that might impact Board decisions for the betterment of the Andover Chamber of Commerce.

Officers elected or appointed by the Board of Directors may be removed from their office by a two-thirds vote of all Directors.

Section 8

Committees of the Board

The Board may establish or abolish standing or ad-hoc committees as necessary.

1. Standing Committees – committees that are permanent to handle a specific area
2. Ad Hoc Committees – short term committees that deal with specific tasks and are dissolved after completion of the task.

Committee purpose 8.1

It will be the purpose of any committee established by the Board of Directors to take on detailed and specific work of the Andover Chamber of Commerce, serving as work units of the organization.

Committee authority 8.2

Any committee established by the Board of Directors will have only the powers specifically delegated to it by the Board. Each committee will have a clear purpose and goals to deal with issues that fall outside of normal business for the Board of Directors. All authority remains with the Board of Directors.

Committee accountability 8.3

Established committees are a part of the Board structure, and will be expected to report their work to the full Board at the regularly scheduled Board of Directors Meetings, either in person or in writing. Each committee will be expected to make any recommendations to the Board of Directors for action. It will be at the Board of Director's discretion whether the recommendation is approved, keeping the best interest of Andover Chamber of Commerce to the forefront.

The Andover Chamber of Commerce Board of Directors will annually review the work of each committee and determine which committees will be reappointed.

Appointment of committees 8.4

The Chairman of the Board of Directors will appoint the chairperson of each committee, working with them to establish their committee members to include one or more Board member(s). Board members will be polled at the beginning of their term as to their committee preference.

Non-Board members may also be appointed as committee members, understanding the need to cultivate future Board of Directors for the Andover Chamber of Commerce.

Duties of committee members 8.5

Duties of the members of standing and Ad Hoc committees of the Andover Chamber of Commerce Board of Directors will vary, but certain basic committee member responsibilities remain the same for all committees. Those responsibilities include:

- Attending all meetings of the committee to which the Board member and non-Board committee member is assigned.
- Preparing for committee meetings by studying the agenda and researching issues to be discussed at committee meetings.
- Actively participating in discussions at committee meetings.
- Following through promptly on any assignments for the committee and communicating to the committee and President-Executive Director.
- Board members who serve on respective committees will support committee recommendations before the Board of Directors.

Committee meetings 8.6

The committee chairperson will convene all meetings of the committee or a majority of the committee members may call a committee meeting. Meeting dates will be coordinated with the President-Executive Director to avoid conflict with other scheduled meetings and to ensure completion of support and research being done by any staff or committee member for that committee.

Minutes will be kept of committee meetings and submitted to the President-Executive Director as point of record. Committees will submit a written summary of committee actions and recommendations at least one week prior to the monthly Board of Directors meeting at which committee recommendations will be considered. From time to time, as deemed by the Board Chairperson, a committee chairperson may be asked to attend the Board of Directors meeting for a verbal report.

Guidelines for the committee chairperson 8.7

The committee chairperson will be expected to lead the committee in the standard set forth by Robert's Rules of Order and the Andover Chamber of Commerce Board of Directors. The committee chairperson is accountable for ensuring the productivity of the committee by:

- Planning the agenda for the committee meetings with the President-Executive Director.
- Ensuring that all members of the committee are notified of committee meetings one week prior to the planned meeting.
- Convening committee meetings, and keeping meetings on track.
- Appointing a member of the committee to keep a written record of committee recommendations to the Board of Directors and any ideas that come about from the discussion of the committee members.

- Encouraging the committee to make recommendations to the Board of Directors on the issues discussed by the committee that need action and/or information the Board of Directors need to be aware of.
- No committee or member of a committee may make any expenditure or incur any obligation on behalf of the Andover Chamber of Commerce without previous approval made by the Board of Directors.
- Ensuring that reports and recommendations for action from the committee are presented to the Board of Directors, whether by the committee chairperson or a liaison appointed by the committee chairperson.
- Evaluating the committee and activities prior to the end of the calendar year.

Executive committee 8.8

The Executive committee will consist of the elected officers of the Andover Chamber of Commerce Board of Directors, to include the Past Chairman. This committee will serve as the Governance arm of the Board of Directors and will meet as necessary to prepare issues to be presented to the Board of Directors and/or to make emergency decisions on behalf of the Board when it is not possible to assemble a quorum of the Board, while communicating to the Board of Directors detailed information about the decisions that were made. This committee will have no power other than emergency action or other powers as may be delegated to it by the Andover Chamber of Commerce Board of Directors from time to time.

- Board Governance – Bylaws, Policies, Strategic Planning, oversight of mission
- President-Executive Director Hiring, Firing, Evaluation
- Board Development – providing opportunities to increase board performance by offering board development training
- Oversee Board of Directors Nomination Process

Membership Committee – 8.9

The membership committee is established to recruit new members, retain current members, and developing strategies to generate new membership:

- Review and establish benefits for becoming a member of the Andover Chamber of Commerce – to be recommended to the Board of Directors at the beginning of the calendar year
- Review and monitor dues structure to fit the needs of the Chamber and the business community
- Maintaining a list of prospective members with assistance from President-Executive Director
- Contacting members who have not renewed and asking questions that may help further the work of the Andover Chamber of Commerce
- Hold at least one membership drive each year to create a “membership blast”.
- Review business categories for membership that are established and recommend changes or additions

- Monitor trends and comparable Chambers of Commerce and prepare a competitive dues structure on a yearly basis
- Work closely and communicate with the President-Executive Director on contacts made and outcome of those contacts
- Prepare written proposal to the Board of Directors with any changes to dues structure, benefits and/or membership drive dates
- Be prepared to make a verbal report to the Board of Directors at a regularly scheduled board meeting at the request of the Board of Directors.

Events Committee – 8.10

The Events Committee is established to determine, plan and implement events for the Andover Chamber of Commerce:

- Hold monthly meetings to discuss and plan events
- Create a yearly calendar of events – to include ideas of possible new events
- Seek volunteers to assist with the event the day of the event
- Create work plans for each event for assignments to complete items for a great event and fill in gaps with other volunteers as needed
- Work closely with the President-Executive Director of the Chamber on all events, making sure communication is open
- Prepare written recommendation to the Board of Directors for new events or events that incur expenditures exceeding \$500
- Be prepared to present a verbal report to the Board of Directors at a regularly scheduled board meeting at the request of the Board of Directors.

Section 9

Equipment Lease and Rental

Andover Chamber of Commerce equipment 9.1

All items purchased belong to Andover Chamber of Commerce and are to be used for Andover Chamber of Commerce needs first. When practical, some items may be loaned or used by Chamber members in good standing or by employees outside normal work hours, provided that:

- there is insurance covering the “non-deductible” value of the items.
- it is not used for an economic gain for the person borrowing.
- does not cost Andover Chamber of Commerce additional expense.
- being unavailable does not prevent Andover Chamber of Commerce from using the equipment for the reason purchased.

Prior permission must be granted by the President-Executive Director before any equipment is borrowed or loaned from Andover Chamber of Commerce.

Gifts acceptance 9.2

The Andover Chamber of Commerce board encourages gifts of materials, equipment, money or gifts in kind. However, the board also recognizes that all gifts may not be acceptable to Andover Chamber of Commerce needs or principles, and may involve expenses beyond the value of the gift.

Therefore, before acceptance, all gifts must be approved by the President-Executive Director as appropriate for Andover Chamber of Commerce needs and within the boundaries of the established mission and philosophy of this organization. If there is question about the appropriateness of the gift, the President-Executive Director will bring the issue to the board for resolution.

The Andover Chamber of Commerce board encourages those who give gifts to the organization to allow the most appropriate use of the gift to be determined by the board, President-Executive Director and staff who will give serious consideration to the wishes of the donor. However, final decision of how a gift will be used always remains with the board, executive and staff of Andover Chamber of Commerce. If the donor cannot accept this regulation, the gift will not be accepted by Andover Chamber of Commerce.

Andover Chamber of Commerce will provide acknowledgement of receipt of all gifts accepted by the organization, but Andover Chamber of Commerce will not be responsible for appraisal of the value of a gift for income tax or other purposes.

Billboard Lease and Rental 9.3

The Andover Chamber of Commerce has ownership of the billboard located on the southeast corner of 159th and Kellogg. This billboard is available to any Andover Chamber member in good standing on a first come-first served basis. The leaseholders have the first right of refusal of their one year contract.

1. A contract will be created and reviewed yearly by the President-Executive Director and assistance from the Board Chairman if needed.
2. The contract will be a one-year contract beginning April 1 and ending March 31.
3. Payment for lease must be submitted quarterly.
4. Failure to submit the signed contract and payment by the due date will forfeit any and all negotiations.

The lower portion of the west side of the billboard can be rented out to Chamber members in good standing.

1. A rental agreement will be created by the President-Executive Director
2. The agreement must be signed and payment made to the Andover Chamber of Commerce prior to utilizing the space.
3. Letters and numbers for the sign are located in the Andover Chamber office and must be returned immediately after they are used.
4. Letters must be taken down the last day agreed upon on the agreement.
5. If renter does not comply with the agreement, they forfeit their right to utilize the billboard again for a period of one year to the date.