



Policy Manual

CONFIDENTIAL

PREVIOUS VERSIONS OBSOLETE

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ANTITRUST COMPLIANCE POLICY



Adopted by the Board: unknown

The antitrust laws of the United States and the various states prohibit agreements, combinations, and conspiracies in restraint of trade. Because the PASAE and other trade & professional associations are, by definition, combinations of competitors, one element of a possible antitrust violation is generally present, and only some action by the association that unreasonably restrains trade generally needs to occur for there to be an antitrust violation. Consequently, associations are common targets of antitrust plaintiffs and prosecutors.

The consequences for violating the antitrust laws can be severe. A conviction can carry stiff fines for the association and its offending leaders, jail sentences for individuals who participated in the violation, and a court order dissolving the association or seriously curtailing its activities. The antitrust laws can be enforced against associations, association members, and the association's employees by both government agencies and private parties (such as competitors and consumers) through treble (triple) damage actions. As the principal federal antitrust law is a criminal conspiracy statute, an executive who attends a meeting at which competitors engage in illegal discussions may be held criminally responsible, even if he or she says nothing at the meeting. The executive's attendance at the meeting may be sufficient to imply acquiescence in the discussion, making him or her liable to as great a penalty as those who actively participated in the illegal agreement.

The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade. Above all else, association members should be free to make business decisions based on the dictates of the market – not the dictates of the association.

Some activities by competitors are deemed so pernicious and harmful that they are considered per se violations – it does not matter whether or not the activities actually have a harmful effect on competition - the effect is presumed. These generally include price fixing, allocation of customers, markets or territories, bid-rigging, and some forms of boycotts.

In addition, there are many features that factor into price: agreements as to warranty duration, freight terms, or other factors that can directly impact price also are proscribed.

Other actions, such as, standards development, certification programs, and relationships between distributors & suppliers, generally are evaluated under a rule of reason - there is a balancing between the

pro-competitive and anti-competitive aspects of the activities; the pro-competitive effects must outweigh the anti-competitive ones. These areas also should be approached with caution and legal guidance.

PASAE has a policy of strict compliance with federal and state antitrust laws.

PASAE members should avoid discussing certain subjects when they are together – both at formal PASAE membership, Board of Directors, committee, and other meetings and in informal contacts with other industry members – and should otherwise adhere strictly to the following guidelines:

- DO NOT discuss prices, fees or rates, or features that can impact (raise, lower, or stabilize) prices such as discounts, costs, salaries, terms and conditions of sale, warranties, or profit margins. Note that a price-fixing violation may be inferred from price-related discussions followed by parallel decisions on pricing by association members — even in the absence of an oral or written agreement.
- DO NOT agree with competitors as to uniform terms of sale, warranties, or contract provisions.
- DO NOT exchange data concerning fees, prices, production, sales, bids, costs, salaries, customer credit, or other business practices, unless the exchange is made pursuant to a well-considered plan that has been approved by PASAE’s legal counsel.
- DO NOT agree with competitors to divide up customers, markets, or territories.
- DO NOT agree with competitors not to deal with certain suppliers or others.
- DO NOT try to prevent a supplier from selling to your competitor(s).
- DO NOT discuss your customers with your competitors.
- DO NOT agree to any association membership restrictions, standard-setting, certification, accreditation, or self-regulation programs, without the restrictions or programs having been approved by PASAE’s legal counsel.
- DO insist that PASAE meetings that have agendas are circulated in advance and that minutes of all meetings properly reflect the actions taken at the meeting.
- DO leave any meeting (formal or informal) where improper subjects are being discussed.
- DO tell everyone why you are leaving.

COMMITTEE DESCRIPTIONS POLICY



Adopted by the Board: unknown

EDUCATION COMMITTEE:

The Education Committee provides both input and guidance to help plan the educational opportunities available for PASAE members at monthly meetings and other opportunities.

CONNECTIONS COMMITTEE:

The Connections Committee assists in the planning of the event, to include: format, budget, education, social events, and exhibit hours. It works to encourage attendance at Connections by members and non-members alike and assists in securing vendors to exhibit at Connections.

MEMBERSHIP COMMITTEE:

The Membership Committee provides input as to the value proposition for members. It also implements promotional activities and strategies to both retain current members and recruit new members.

COMMITTEE MEETING QUORUM POLICY



Adopted by the Board: unknown

At any meeting of a committee, 51% of committee members will constitute a quorum for the transaction of business. All transacted business will be approved by a simple majority of all present.

CONFLICT OF INTEREST POLICY



Adopted by the Board: August 8, 2019

APPLICATION OF POLICY:

This policy applies to Directors, staff and certain volunteers of PASAE (Pennsylvania Society for Association Excellence). A volunteer is covered under this policy if that person has been granted significant independent decision-making authority with respect to financial or other resources of the organization. Persons covered under this policy are hereinafter referred to as “interested parties.”

DEFINITION OF CONFLICT OF INTEREST:

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of the organization. There are a variety of situations which raise conflict of interest concerns including, but not limited to, the following.

Financial Interests: A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made, or transaction entered into, by the organization. Examples include situations where:

- the organization contracts to purchase or lease goods, services, or properties from an interested party, or a relative, or business associate of an interested party;
- the organization purchases an ownership interest in or invests in a business entity owned by an interested party, or by a relative or business associate of an interested party;
- the organization offers employment to an interested party, or a relative, or business associate of an interested party, other than a person who is already employed by the organization;
- an interested party, or a relative or business associate of an interested party, is provided with a gift, gratuity, or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with the organization;
- an interested party, or a relative or business associate of an interested party, is gratuitously provided use of the facilities, property, or services of the organization;

Other Interests: A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that they would not have obtained absent their relationship with the organization, or where their duty or responsibility owed to the organization conflicts with a duty or responsibility owed to some other organization. Examples include where:

- an interested party seeks to obtain preferential treatment by the organization for themselves, or relative, or business associate;
- an interested party seeks to make use of confidential information obtained from the organization for their own benefit, or for the benefit of a relative, business associate, or other organization;
- an interested party seeks to take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which they have reason to believe would be of interest to the organization;

DISCLOSURE OF ACTUAL OR POTENTIAL CONFLICTS OF INTEREST:

An interested party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

An interested party shall fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon their association with the organization and shall be updated annually thereafter. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

For Directors, the disclosure statements shall be provided to the Board Chair, and the Chair's disclosure statement shall be provided to the Secretary/Treasurer. Copies shall of all disclosure statements shall be maintained by the Executive Director of the organization.

In the case of staff or volunteers with significant decision-making authority, the disclosure statements shall be provided to the Executive Director of the organization, and the Executive Director's disclosure statement shall be provided to the Board Chair.

The Executive Director shall file copies of all disclosure statements with the official corporate records of the organization.

PROCEDURES FOR REVIEW OF ACTUAL OR POTENTIAL CONFLICTS – GENERALLY:

Whenever there is reason to believe that an actual or potential conflict of interest exists between PASAE and an interested party, the Board of Directors shall determine the appropriate organizational response. This shall include, but not necessarily be limited to, invoking the procedures described below, with respect to a specific proposed action or transaction.

Where the actual or potential conflict involves an employee of the organization other than the Executive Director, the Executive Director shall, in the first instance, be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of the organization. The Executive Director shall report to the Board Chair the results of any review and the action taken.

The Board Chair, in consultation with the Executive Committee, shall determine if any further Board review or action is required.

PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST - SPECIFIC TRANSACTIONS:

Where an actual or potential conflict exists between the interests of PASAE and an interested party with respect to a specific proposed action or transaction, PASAE shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the Board of Directors of the organization. The following procedures shall apply:

- An interested party who has an actual or potential conflict of interest with respect to a proposed action or transaction of the organization shall not participate in any way in, or be present during, the deliberations and decision-making of the organization with respect to such action or transaction. The interested party may, upon request, be available to answer questions or provide material factual information about the proposed action or transaction.
- The disinterested Directors may approve the proposed action or transaction upon finding that it is in the best interests of the organization. The Board shall consider whether the terms of the proposed transaction are fair and reasonable to the organization and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance.
- The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

VIOLATIONS OF CONFLICT OF INTEREST POLICY:

If the Board of Directors has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstances, the Board determines that the interested party has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ANNUAL AFFIRMATION OF COMPLIANCE AND DISCLOSURE STATEMENT:

I have received and carefully read the Conflict of Interest Policy for Directors, staff, and volunteers of PASAE and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that PASAE is a not-for profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Except as otherwise indicated in the Disclosure Statement and attachments, if any, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of PASAE, nor does any relative or business associate have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the Board Chair of PASAE or to the Executive Director, as applicable.

My signature indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about the policy and have had them answered.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Signature: _____ Date: _____

Name (please print): _____

CONTRACT POLICY



Adopted by the Board: unknown

The only persons authorized to contractually and/or financially obligate PASAE are any two of the following officers: Board Chair, Board Vice Chair, or the Secretary/Treasurer.

It shall be the policy of PASAE that all contracts for non-emergency goods or services exceeding \$500 require a request for proposal offered to a minimum of three vendors. Proposals for goods or services exceeding \$500 shall be reviewed initially by the Finance Committee, which will make a recommendation to the Board of Directors for action.

MEMBER PARTICIPATION AS VENDOR:

The following policy is designed to apply whenever an Officer, Director, committee member, or member of the association desires to offer goods or services to the association for a fee. This policy is designed as a corollary to any existing association conflict of interest policy and is designed to ensure association compliance with laws and rules concerning conflicts of interest, private inurement, and private benefit.

The following rules and restrictions shall apply whenever a member of the association desires to offer goods or services to the association in exchange for monetary compensation. Members can participate in the Request For Proposal (RFP) process and otherwise offer goods or services to the association for a fee only in the event of full compliance with this policy:

Full Disclosure: If a member, or any related party of a member, has an interest in a proposed transaction with the association in the form of a (direct or indirect) personal financial interest or other personal interest in the transaction, or in any entity involved in the transaction (or holds a position as a Director, Officer or employee of any such entity), they must make full disclosure of such interest before any discussion or negotiation of such transaction.

Would-be Vendor Must Be “In the Business”: The member/would-be vendor must be “in the business” of providing the goods or services which such member seeks to provide to the association.

No Role in the Decision-making Process: Any member who has such an interest in the proposed transaction shall not be present at any Board of Directors or committee meeting for any discussion or

vote in connection with the proposed transaction. Moreover, such member shall not participate, directly or indirectly, as an advocate on their own behalf, either formally at Board or committee meetings, or informally through private contact, communication, or discussion, except to the extent permitted for non-member vendors to the association.

No Role in the Post-Award Evaluation Process: If a member of the association becomes a vendor to the association, such member shall not participate, directly or indirectly, in any process by which the member's performance as a vendor to the association is evaluated, either formally at Board or committee meetings or informally through private conduct, communication, or discussion, except to the extent permitted for non-member vendors to the association.

Transaction Must Be in the Best Interests of the Association: The transaction must be fair to, and in the best interests of, the association. To this end, to ensure a competitive evaluative process, the standard RFP process must be utilized whenever one of the would-be vendors is a member of the association.

FINANCIAL MANAGEMENT POLICY



Adopted by the Board: December 13, 2019

In order to comply with Commonwealth of Pennsylvania law, Generally Accepted Accounting Principles (GAAP), and fiscally prudent association best practices, the PASAE shall manage all funds according to the following:

FINANCIAL MANAGEMENT TEAM:

PASAE's management company shall appoint a minimum of three (3) separate individuals to serve in the roles of Chief Financial Officer (CFO), Bookkeeper, and Money Acceptor. Though, the management company may appoint numerous Money Acceptors, each must be an employee of the management company and shall not concurrently serve in either the CFO role or the Bookkeeper role. The CFO may be the Executive Director; but, need not be.

The CFO acts as the primary fiscal agent, implementing all financial policies and procedures. The CFO, with oversight from the Secretary/Treasurer and the Finance Committee is responsible for the coordination of the following: Annual budget preparation, overall management of organization's finances, management of investments, and approving long-term revenue and expenditure objectives in accordance with the Board approved plans.

The CFO has the day-to-day operations responsibility for managing association funds, ensuring the accuracy of the accounting records, internal controls, financial objectives and policies, financial statement preparation, and bank reconciliation review and approval.

The Bookkeeper is supervised by the CFO and is responsible for the preparation of the Reporting Formats, Accounts Payable Processing, Sales Receipts/Accounts Receivable input, Journal Entries for General Ledger, and Form 1099 reporting.

FINANCIAL STATEMENTS:

PASAE's financial statements shall be prepared on an accrual basis in accordance with Generally Accepted Accounting Principles ("GAAP").

The presentation of the Financial Statements shall follow the recommendation of the Financial Accounting Standards No. 117, "Financial Statements of Not-For-Profit Organizations" (SFAS No. 117).

Under GAAP, net assets, revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the association and changes shall be classified as: net assets without donor restrictions or net assets with donor restrictions.

The Bookkeeper shall prepare and present monthly financial statements to the CFO in a format approved by the CFO. Monthly financial statements should be provided to the Executive Committee by the 15th day of the month, or next regular business day, following the period summarized in the statement. Financial summaries should also be provided to the Executive Committee at each regular Executive Committee meeting. The CFO will provide net financial figures along with gross figures in Board of Directors reports, where applicable. When there are upcoming Executive Committee or Board meetings, the CFO shall present the most recent financial statements to the Secretary/Treasurer for review in preparation for, and to include on the agenda of, such meetings.

INTEREST PAYMENTS AND RECEIPTS:

Funds shall be managed in such a manner as to eliminate, or minimize, all outgoing interest payments (charges, fees, etc.) while maximizing all incoming interest receipts (dividends, interest earnings, investment distributions, etc.).

DEBT INSTRUMENTS:

PASAE may have various debt instruments and loans available to the organization to facilitate business operations. As a rule, short-term debt shall be kept to a minimum and paid off as soon as possible, usually by the end of the next fiscal quarter, to eliminate or minimize interest expense. Long-term debt shall be managed carefully always paying installments within the discount period or normal pay period to avoid late fees while taking advantage of discounts.

Vendor Accounts: Should be used for the ease of purchasing products and services, not as a debt instrument. Thus, Vendor Accounts balances should, as a rule, be paid off each month to prevent interest charges, service charges, or late fees. PASAE shall make every attempt possible to do business with Members only or to recruit non-members to become Members by using PASAE and Member purchasing power as an incentive.

BILLS AND ACCOUNTS PAYABLE:

All bills and outgoing payments shall be reviewed by the CFO before payment occurs. The CFO will approve all payments, in writing, by affixing their initials, amount to pay, and approval date.

The CFO will receive written approval of the Secretary/Treasurer for bills and outgoing payments or before writing any checks that exceed \$500.00. If the Secretary/Treasurer is not reachable, any other Member of the Executive Committee can approve the transactions. Text, Email, or personal note will be

an acceptable means for written approval and shall include the amount approved, approval date, and the name of the Officer making the approval. This written approval shall be retained by the CFO with the bill and check stub or credit card receipt paying the bill.

REVENUE AND ACCOUNTS RECEIVABLE:

All income, contributions, and sales (revenue) and accounts receivable shall be recorded in accordance with GAAP. Revenue recorded shall be credited to the appropriate revenue accounts, as directed by the annual budget, and entered into the accounting software system with the appropriate account number as designated by the Chart of Accounts. Similarly, revenue pledged or due for goods or services delivered (accounts receivable) shall be entered as a debit to the Accounts Receivable account in accordance with GAAP.

Upon incurring the receivable, staff will forward the member, sponsor, or exhibitor (customer) an invoice for the full amount due. All receivables shall be due upon receipt. At 30 days and 45 days, staff will forward a statement to the customer on all unpaid balances. Staff may choose to forward electronic and/or hardcopy invoices and statements as their experience dictates. Receivables not collected at 60 days past due shall be brought to the attention of the Executive Committee at their next regularly scheduled meeting.

TAX PAYMENTS:

All payments to taxing authorities, including those to local, state, and federal governments, shall be paid on-time to avoid penalty and interest fees within the control of PASAE. When a discount period is provided at a reduced tax rate, PASAE shall always pay within such time, even if funds need to be borrowed to make the payment during the discount period.

DEPOSITORY ACCOUNTS AND PURPOSE:

PASAE shall maintain the following accounts with a bank, credit union, or financial institution. Each account shall be reconciled monthly as soon as possible after the statement is available:

Checking Account: The checking account is the main transaction depository account for PASAE. Financial records bookkeeping shall be kept using accounting software. Receipts, bills, invoices, bank statements, transfers, and deposits shall be kept for the period of time required by the *PASAE Record Retention and Document Destruction Policy*.

INVESTMENT ACCOUNTS:

PASAE may have an additional account, or accounts, governed by the *Investment Fund Policy* for the purpose of saving funds for large capital expenditures or retaining funds for a “rainy day.” All such

investment accounts shall be secondary to the smooth operations and money management practices contained herein.

At no time shall the combined Vendor Account debt and Accounts Payable exceed \$10,000 while funds exist in Investment Accounts. Should the \$20,000 threshold be met, or exceeded, the Board shall order that investments immediately be liquidated to pay all Accounts Payable debt, fully fund the Designated Savings accounts, and deposit into the checking account a sum sufficient to maintain short-term operations.

SEPARATION OF FINANCIAL DUTIES:

In an effort to protect PASAE from theft, embezzlement, and/or accidental money mismanagement, PASAE's management company shall strictly observed the following triple-redundancy.

Chief Financial Officer (CFO):

The CFO SHALL NOT:

- Open incoming mail that appears to contain incoming funds.
- Accept funds at registration tables or for-sale merchandise booths.
- Create deposit slips or electronically process the depositing of funds to depository accounts.
 - This does not preclude CFO from serving as a courier to physically carry the deposit packet to the bank, as long as the deposit slip was prepared by others.
- Process Merchant Accounts deposits (Credit Cards accepted for payment to PASAE).

The CFO SHALL:

- Review and approve all Reconciliation Reports as compared to the statements provide by the financial institution. Approval shall be done by affixing their initials and the date of approval.

Bookkeeper:

The Bookkeeper SHALL NOT:

- Open incoming mail that appears to contain incoming funds or Statements from depository accounts.
- Accept funds at registration tables or for-sale merchandise booths.
- Process Merchant Accounts deposits (Credit Cards accepted for payment to PASAE).

The Bookkeeper SHALL:

- Record in accounting software all check deposits, merchant account deposits, payments by check or credit card, and transfers.
- Reconcile all Statements from depository accounts, investments, and debt instruments.

- Print out Reconciliation Reports summarizing the transactions and balances indicated in the computerized software accounting package for each period corresponding with each Statement. Be the only authorized agent to transfer funds between accounts, when necessary, to include, but not limited to: checking and investment. Each transfer shall be documented with a paper receipt, initialed by the CFO, maintained in chronological order by the Bookkeeper, and logged in the accounting software.
- Maintain the filing system of financial documents which shall clearly be separated by entity, fiscal year, and type of transaction. Like transaction types are grouped and filed together:
 - Record of incoming checks with deposit slips shall be filed together.
 - Record of incoming Merchant Account deposits.
 - Bills Paid shall be filed together in check order.
 - Credit Card Payments with receipts in date paid order.
 - Bank Statements in date order.
- Keep secure any cash-on-hand when not issued to another employee for an event. Track and monitor the Chain of Custody of any cash issued to employees until returned or documentation of expenditure is presented.

Money Acceptors: All full-time employees who have completed their Introductory Period in accordance with PASAE's management company's *Employee Handbook* and those part-time employees designated by the CFO shall be considered Money Acceptors as long as they have been trained on this PASAE *Financial Management Policy*, any related Policies, and any related Procedures as approved by the CFO. The CFO and the Bookkeeper SHALL NOT be a Money Acceptor.

Money Acceptors SHALL NOT:

- Have access to the accounting software.

Money Acceptors SHALL:

- Open incoming mail that appears to contain incoming funds.
- Open all incoming mail that appears to contain Statements from depository accounts, investments, and debt instruments.
- Create deposit slips or otherwise document incoming checks or cash presented for deposit in a cash log, receipts ledger, or other written method as determined by the CFO.
- Accept funds at registration tables or for-sale merchandise booths.
- Process Merchant Accounts deposits (Credit Cards accepted for payment to PASAE).
- Present to Bookkeeper deposit slips and Merchant Account deposit transactions or reports for processing in accounting software.

CRIME INSURANCE AND/OR BONDING:

PASAE shall maintain theft and embezzlement insurance, commonly referred to as Crime Insurance or Financial Bonding, to protect the association from illegal, unlawful, and/or taking of PASAE funds without permission. In no case shall the liability coverage limits of such a policy, insurance rider, or bond providing such protection be below \$100,000.

ACCOUNTANT, AUDIT, AND TAX PREPARATION:

A full financial audit will be conducted every third year, with financial reviews in the intervening years. The audit/review shall be completed by a firm of Independent Certified Public Accountants. The CFO shall have direct responsibility in overseeing the implementation of the financial audit/review.

The Finance Committee shall review the results of the audit/review and report the results to the Board of Directors. A representative of the audit firm shall be invited to provide an annual presentation at the Board of Directors meeting immediately following conclusion of the audit/review regardless of the audit report outcome. A recommendation of changes will be made by the auditors should the report consist of material weaknesses in internal controls or reportable conditions.

The Accountant shall prepare the Form 990/990-T and it shall be reviewed by the CFO and the Finance Committee before being presented to the Board of Directors. The Board of Directors shall approve the 990/990-T before submission to the IRS.

HARRASSMENT POLICY



Adopted by the Board: August 8, 2019

PURPOSE:

The PASAE (Pennsylvania Society for Association Excellence) is committed to providing a work environment in which all individuals are treated with respect and dignity and that is free of discrimination and harassment. It is PASAE's goal to eliminate all types of discrimination and harassment. Everyone has the right to work in a professional atmosphere that prohibits unlawful discriminatory practices, including harassment.

PASAE had developed this policy to ensure that all employees and volunteers can work in an environment free from unlawful discrimination, harassment, and retaliation. PASAE will make every reasonable effort to ensure that all interested parties are familiar with these policies and are aware that any complaint in violation of such policies will be investigated and resolved appropriately.

SCOPE:

This policy applies to all employees and volunteers of PASAE.

DISCRIMINATORY HARASSMENT:

PASAE strongly believes that discriminatory harassment in the workplace is unacceptable conduct and cannot be tolerated. Discriminatory harassment includes sexual harassment and any harassment that is based upon an individual's sex, race, religion, national origin, age, disability, genetic information, or any other trait protected by applicable law or ordinance. Discriminatory harassment violates the law when it is so severe or pervasive that it creates a hostile working environment. PASAE will take all reasonable measures to ensure that no volunteer or staff persons are exposed to any discrimination or discriminatory harassment.

Sexual Harassment: Sexual harassment is defined as unwelcome sexual advances, demands for sexual favors, and other verbal or physical conduct when:

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

Sexual harassment can include, but is not limited to, unwelcome sexual advances or propositions, preferential or derogatory treatment based on gender, unnecessary touching, graphic verbal commentaries about an individual's body, the display of sexually suggestive materials or pictures, and explicit or offensive comments or jokes with a sexual content or based upon gender.

All volunteers and staff persons are prohibited from engaging in any conduct that might be considered sexual harassment. In addition, no volunteer or staff person shall threaten or insinuate, either explicitly or implicitly, that another volunteer, staff, or applicant's, refusal to submit to sexual advances or sexual harassment will adversely affect the terms and conditions of that individual's participation in PASAE. Similarly, no volunteer or staff person shall promise, imply, or grant any preferential treatment to another PASAE participant in exchange for sexual favors or conduct.

Other Discriminatory Harassment: Harassment based upon an individual's race, religion, national origin, age, disability, or any other protected trait is strictly prohibited. These characteristics are personal in nature and are protected under federal and state laws. PASAE prohibits all forms of harassing conduct based upon these protected characteristics. No volunteer or staff person should be subjected to harassment or discriminated against because they are a member of a certain group.

Conduct which may constitute discriminatory harassment includes, but is not limited to, preferential or derogatory treatment based upon protected characteristics, using insulting or degrading language that would reasonably offend members of a given race, religion, age, national origin, or disability or members of any other protected group, distributing or displaying any written or graphic materials that would be offensive to members of any protected group, PASAE is committed to eliminating all forms of discriminatory harassment from our organization. It is unfortunate that some discriminatory stereotypes and prejudices apparently still exist. However, no staff person or volunteer may express or act upon such unacceptable feelings and beliefs in our organization, or while conducting business on behalf of PASAE.

REPORTING AND INVESTIGATION OF DISCRIMINATION, HARASSMENT, OR RETALIATION:

PASAE encourages prompt reporting of all perceived incidents of discrimination or harassment, regardless of the offender's identity or position, so that they can be investigated, and remedial action can be taken to address any conduct found to be in violation of this policy.

COMPLAINT PROCEDURE:

Individuals who believe they have been subjected to conduct prohibited by this policy or believe they have witnessed such conduct should discuss their concerns with the PASAE leadership: Executive Director, Board Chair, Board Vice Chair, or Committee Chair.

We encourage that all complaints be in writing. When making a report of discriminatory harassment, it is important that you provide as much information as possible, including the details of the alleged harassing conduct, any physical evidence of the harassment that may exist, the names of all volunteers and/or staff persons involved in the harassment, any other individual who may have experienced similar harassment, and any individuals who observed or witnessed the harassment. PASAE will protect the confidentiality of the information provided to the extent possible consistent with our commitment to investigate and eliminate any harassment from our society. In certain circumstances, however, the investigation may disclose the identity of those persons who claim to have been harassed and/or other individuals involved.

Any complaints under this policy will be investigated promptly. During the course of the investigation, it may be necessary for PASAE to take action to ensure that any discriminatory harassment that might exist does not continue. Prompt and appropriate action will be taken pending an investigation to ensure that any discriminatory harassment that might exist does not continue. If the investigation indicates that discriminatory harassment may have occurred, the society will take prompt and appropriate remedial measures to bring the harassment to an end.

RETALIATION:

PASAE prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation of such reports. Retaliation against an individual for reporting discrimination or harassment or for participating in an investigation of a claim of discrimination or harassment is a serious violation of this policy and, like discrimination and harassment itself, will be subject to disciplinary action, up to and including removal from the society. Any volunteer or staff person who believes that he or she has been retaliated against in violation of this policy should report the situation to any reporting contact under this policy immediately.

My signature indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about the policy and have had them answered.

Signature: _____ Date: _____

Name (please print): _____

INVESTMENT FUND POLICY



Adopted by the Board: December 13, 2019

PASAE shall maintain \$50,000 in Cash and Cash Equivalents (such as: checking account, savings account, or money market account). Additional balance may be invested otherwise, in accordance with this policy.

When the total balance of cash and cash equivalents is below \$50,000, this policy is not applicable.

STATEMENT OF INVESTMENT OBJECTIVES:

The primary objectives of investing the reserves are:

- Preservation of Capital
- Generation of income for periodic cash flow needs
- Liquidity of assets for cash flow needs

A secondary objective is to earn a long-term real rate of return that adequately preserves the purchasing power of the portfolio by exceeding inflation.

INVESTMENT STRATEGY:

When using additional investment accounts, and additional, supplementary Investment Strategy may be used. When used, the current, Board-approved Investment Strategy shall be succinctly, clearly, and completely documented on one page, or less, and stored with the Policy Manual attached to this policy. In no case shall the Investment Strategy conflict with this Investment Fund Policy.

Any changes in the Investment Strategy must be approved by the Board of Directors. Changes within the same strategy need not be approved by the Board again.

When an Investment Strategy applies and/or is in place, at a minimum, the Board will review this Investment Fund Policy and the current Investment Strategy annually in the fourth quarter.

OUTSIDE FINANCIAL ADVISOR AND BROKERAGE:

Outside Financial Advisor and/or Brokerage Service may be contracted by the Board when the Investment Fund assets exceeds \$250,000, and is expected to remain as such. PASAE shall make every attempt possible to do business with Members only or to recruit non-members to become Members by using the PASAE's purchasing power as an incentive.

INCREASE RESERVES:

Ten percent of the year-end net income will be added to reserves every year. This will be reflected as income but not as a liability. Access to use funds requires approval of the Board. If funds are used, a report must be provided to the Board.

The goal is to have the equivalent of one year's operating budget in reserves.

INVESTMENT STRATEGY - 2020



Adopted by the Board: December 13, 2019
Due for Review: 4th Quarter of 2020

The PASAE will invest reserve funds in accordance with the *Investment Fund Policy* utilizing a 65/35 Balanced Growth diversification method (approximately 65% in equity and 35% in fixed income). Further, the PASAE will use the Raymond James Freedom EFT Balanced Strategy fund with Fulton Financial Services serving as financial advisor.

JOB DESCRIPTIONS POLICY – COMMITTEE CHAIRS



Adopted by the Board: unknown

AWARDS COMMITTEE CHAIR DESCRIPTION:

Chair: Awards Committee
Responsible to: Board of Directors
Supervises: Committee Members

Capabilities/Skills Preferred for the Position:

- Must work effectively in managing meetings.
- Ability to coordinate events.
- Ability to communicate with various personalities on the committee.
- Capable of assembling and monitoring participation of committee members.

Committee Chair Description:

The committee chair is responsible for ensuring that the activities of the committee and the objectives established in the strategic plan, delegated to that committee, are carried out.

The committee chair enlists volunteers, confers with PASAE staff, and manages the overall planning and delegation of the committee. In those instances, in which committee members cannot fulfill responsibilities, the committee chair must fulfill the duties through staff or volunteers.

Committee Chair Duties and Responsibilities:

- Schedules and conducts meetings of the committee.
- Works with staff on an ongoing basis to administer awards.
- Monitors the budget.
- Coordinates call for award nominations.
- Selects award winners.
- Selects plaques, certificates, and awards as appropriate.
- Works on award presentation scripts and presentation slides.
- Works with staff and Board Vice-Chair to present budget to Finance Committee and Board of Directors for following year.

CONNECTIONS COMMITTEE CHAIR DESCRIPTION:

Chair: Connections

Responsible to: Board of Directors

Supervises: Committee Members

Capabilities/Skills Preferred for the Position:

- Must work effectively in managing meetings.
- Ability to coordinate events.
- Ability to communicate with various personalities on the committee.
- Capable of assembling and monitoring participation of committee members.

Committee Chair Description:

The committee chair is responsible for ensuring that the activities of the committee and the objectives established in the strategic plan, delegated to that committee, are carried out.

The committee chair enlists volunteers, confers with PASAE staff, and manages the overall planning and delegation of the committee. In those instances, in which committee members cannot fulfill responsibilities, the committee chair must fulfill the duties through staff or volunteers.

Committee Chair Duties and Responsibilities:

- Schedules and conducts meetings of the committee.
- Works with staff on an ongoing basis to plan and execute the Connections Conference.
- Monitors the budget.
- Appoints subcommittees to accomplish the work of the committee and Conference/Events/Program/Format.
- Assists staff with onsite trouble shooting at the Connections Conference.
- Evaluates and recommends future sites, registration, and exhibitor fees.
- Evaluates hotel service and Connections Conference objectives to aid in future planning.
- Works with staff and Board Vice-Chair to present budget to Finance Committee and Board of Directors for following year.

EDUCATION COMMITTEE CHAIR DESCRIPTION:

Chair: Education Committee

Responsible to: Board of Directors

Supervises: Committee Members

Capabilities/Skills Preferred for the Position:

- Must work effectively in managing meetings.
- Ability to coordinate events.
- Ability to communicate with various personalities on the committee.
- Capable of assembling and monitoring participation of committee members.

Committee Chair Description:

The committee chair is responsible for ensuring that the activities of the committee and the objectives established in the strategic plan, delegated to that committee, are carried out.

The committee chair enlists volunteers, confers with PASAE staff, and manages the overall planning and delegation of the committee. In those instances, in which committee members cannot fulfill responsibilities, the committee chair must fulfill the duties through staff or volunteers.

Committee Chair Duties and Responsibilities:

- Schedules and conducts meetings of the committee.
- Develops organizational and programmatic process that effectively addresses membership's educational needs.
- Coordinates seminar programming with staff.
- Delegates and reinforces committee responsibilities to develop program objectives, contact speakers, and facilitate sessions.
- Ensures equitable pricing for all educational programs.
- Works with individuals and firms wanting to offer programs.
- Offers input on marketing strategies for seminars and other educational programs.
- Monitors existing budget.
- Works with staff and Board Vice-Chair to present budget to Finance Committee and Board of Directors for following year.

MEMBERSHIP COMMITTEE CHAIR DESCRIPTION:

Chair: Membership Committee

Responsible to: Board of Directors

Supervises: Committee Members

Capabilities/Skills Preferred for the Position:

- Must work effectively in managing meetings.
- Ability to coordinate events.
- Ability to communicate with various personalities on the committee.
- Capable of assembling and monitoring participation of committee members.

Committee Chair Description:

The committee chair is responsible for ensuring that the activities of the committee and the objectives established in the strategic plan, delegated to that committee, are carried out.

The committee chair enlists volunteers, confers with PASAE staff, and manages the overall planning and delegation of the committee. In those instances, in which committee members cannot fulfill responsibilities, the committee chair must fulfill the duties through staff or volunteers.

Committee Chair Duties and Responsibilities:

- Schedules and conducts meetings of the committee.
- Works with committee and staff to develop recruitment and retention goals and strategies/programs to accomplish those goals.
- Works with committee to develop marketing plans.
- Ensures needed promotional pieces are developed and distributed to the membership and non-member publics.
- Develops, implements, and analyzes membership needs and/or satisfaction surveys every three years, minimum.
- Monitors existing membership budget to attain financial objectives for renewals and new members.
- Works with staff and Board Vice-Chair to present budget to Finance Committee and Board of Directors for following year.
- Ensures any incentive programs for membership (i.e. prizes) are reviewed, approved by the committee, and presented to the Board of Directors for consideration, then, if approved by the Board, implemented.

JOB DESCRIPTIONS POLICY – OFFICERS



Adopted by the Board: unknown

BOARD CHAIR:

The Board Chair is the chief elected official of the association and will preside at all of its meetings, as well as at all meetings of the Board of and meetings of the Executive Committee. The Board Chair will have a voting seat on the PASAE Foundation Board of Directors.

BOARD VICE-CHAIR:

The Board Vice Chair functions as the liaison to the general membership of the association and will provide leadership to membership development activities. The Board Vice Chair will be familiar with the duties and responsibilities of the Board Chair and will preside in the absence of the Board Chair. The Board Vice Chair will have a voting seat on the PASAE Foundation Board of Directors.

SECRETARY/TREASURER:

The Secretary/Treasurer will chair the Finance Committee. The Secretary/Treasurer will assure the meeting and financial records are kept, financial statements are prepared, an annual budget is prepared, and an annual review or audit is conducted.

IMMEDIATE PAST CHAIR:

The Immediate Past Chair will have a voting seat on the PASAE Foundation Board of Directors and also serves as Chair of the Nominating Committee.

LEGISLATIVE AND REGULATORY POSITIONS POLICY



Adopted by the Board: unknown

The following are guidelines for recommended positions taken by a vote of the Board of Directors in regard to legislative and regulatory issues:

Oppose: PASAE opposes item as presented/filed. If appropriate, testimony will be provided in opposition. The position may often include a directive to work with interested parties.

Support: PASAE supports and, if necessary and appropriate, will provide testimony in favor. This position may also be stated as:

- Support with PASAE amendments, or Support contingent upon amendments being made by other parties.

No Position: after review, PASAE neither opposes nor supports but remains neutral. No testimony provided.

No Objection: will not oppose the item as filed with testimony.

MEETING SCHEDULE POLICY



Adopted by the Board: unknown

BOARD OF DIRECTORS MEETING SCHEDULE:

The Board of Directors will meet not less than three times a year. Typically, the Board meets four times a year: in March, June, September, and December.

MEMBERSHIP MEETING SCHEDULE:

The Membership Meeting (Annual Business Meeting) shall take place according to a schedule set forth by the Board of Directors.

PRESS POLICY



Adopted by the Board: unknown

As an organization committed to promoting the value and role of the association and nonprofit communities, PASAE welcomes the opportunity to assist media with the development of stories. PASAE asks that all media contact/requests be directed first to its staff. The official spokesperson for the organization is the Board Chair.

RECORD RETENTION POLICY



Adopted by the Board: unknown

The following are PASAE's document retention and destruction requirements.

RETENTION PERIOD:

In accordance with legal requirements, good business practices, and federal contract requirements, all financial records (electronic or paper) of PASAE will be retained and destroyed according to the following schedule:

Two Years:

Bank reconciliations, general correspondence.

Three Years:

Bank Statements, Employment Applications, Insurance Policies, Petty cash vouchers.

Seven Years:

Accident reports, accounts payable ledgers, accounts receivable ledgers, cancelled checks, contracts, garnishments, customer invoices, payroll records, personnel files, payment vouchers, withholding tax statements.

Permanently:

Chart of Accounts, legal correspondence, mortgages, depreciation schedules, property records, tax returns, training manuals.

DESTRUCTION OF DOCUMENTS:

PASAE acknowledges its responsibility to preserve information relating to litigation, audits and investigations. The Sarbanes-Oxley Act of July 30, 2002, ("Act") makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding, with the intent to impede, obstruct, or influence investigation. Furthermore, the Act makes it a crime to knowingly intimidate, threaten, or corruptly persuade another person--or attempt to do so--with the intent to cause or induce another to alter, destroy, mutilate, or conceal an object for the purpose of impairing the object's integrity or availability for use in an official proceeding. An official proceeding is defined as a proceeding before a court, Congress, or a federal agency.

Failure on the part of contractors to follow this policy can result in possible civil and criminal sanctions, including fines and imprisonment for up to 10 years, against PASAE and its contractors and possible disciplinary action against responsible individuals (up to and including termination of employment). The contractor has an obligation to contact the PASAE Chair and advise of a potential or actual litigation, external audit, investigation, or similar proceedings involving PASAE that may have an impact, as well on the approved records retention schedule.

SOCIAL MEDIA POLICY



Adopted by the Board: unknown

These are the official guidelines for social media at PASAE. If you are a member, contractor, or volunteer of PASAE creating or contributing to blogs, wikis, social networks, virtual worlds, or any other kind of social media, both on and off PASAE's websites, these guidelines are for you. We expect all who participate in social media on behalf of PASAE to understand and to follow these guidelines. These guidelines will continually evolve as new technologies and social networking tools emerge.

GUIDING PRINCIPLES:

As a member of the PASAE and/or representative keep the following principles in mind:

- Be professional. Remember that you are an ambassador for our organization, both on and off the job. Wherever possible, disclose your position as a representative of PASAE.
- Be responsible and honest at all times.
- Be credible, accurate, fair, and thorough.
- Post meaningful, respectful comments. In other words, no spam and no remarks that are off-topic or offensive.
- Respect proprietary information and confidentiality of our members and of our internal operations.
- When disagreeing with others' opinions, be objective and respectful.
- Always remember that your online comments are permanently available to all and may be republished in other media. Your account is never truly private.
- Stay within the legal framework and be aware that anti-trust, libel, copyright, and data protection laws apply. Don't plagiarize.
- Don't disclose sensitive or "inside" information, make commitments, or engage in activities on behalf of PASAE unless you are authorized to do so. If you are in doubt, avoid any contribution until you have received express permission from the Board Chair. In other words, "If in doubt, leave it out."
- Even in your private communications, don't forget your alliance with PASAE. You are a representative of PASAE.

NO EXPECTATION OF PRIVACY:

All content of PASAE resources and communications systems are the property of the association. Therefore, staff and/or representatives should have no expectation of privacy whatsoever in any message, file, data, document, facsimile, social media post, or any other kind of information or

communication transmitted, received, printed, stored, or recorded on the association's electronic information and communications systems.

BE HONEST AND TRANSPARENT:

Social Media is no place to hide. Use your real name if you are commenting about the association or its programs and identify yourself.

MAKE A MISTAKE?:

If you make a mistake, admit it. Be upfront and be quick with your correction. For example, if you're commenting on Facebook, you may choose to edit an earlier comment—just make it clear that you have done so.

BE FAIR:

There can be a fine line between healthy debate and hysterical reaction. Do not badmouth ours or other associations and, even more importantly, other staff, our leaders, members, and their profession, in general. See if you can invite differing points of view without inflaming others. Remember that once your words are online, you can't recall them. And once an inflammatory discussion gets going, it's hard to stop.

ADD VALUE:

There's lots of traffic on today's social media. The best way to get yours read is to contribute subjects or information your readers will value. Social communication from PASAE should help our members. It should be thought-provoking and build a sense of community. If it helps people improve knowledge or skills, build their businesses, or solve problems; or, if it helps them understand our association better, then it's adding value.

BE CONVERSATIONAL:

Social media is conversational, so talk to your readers like you would talk to people in professional situations. Encourage comments. You can also broaden the conversation by citing other experts in your blogs, or by "reTweeting" others' comments.

TRAVEL & REIMBURSEMENT POLICY



Adopted by the Board: unknown

PASAE travel reimbursement is for necessary travel, rooms, meals, and miscellaneous expenses incurred while on PASAE business. Reimbursements are subject to budget limitations and all requirements set forth by the PASAE Board of Directors. All travel and expenses must be preapproved in advance.

WHISTLEBLOWER POLICY



Adopted by the Board: August 8, 2019

PASAE (Pennsylvania Society for Association Excellence) is committed to lawful and ethical behavior in all of its activities and requires that its Directors, employees, volunteers, and consultants (collectively, “PASAE Persons”) conduct themselves in a manner that complies with all applicable laws and regulations. Set forth below is PASAE’s policy with respect to reporting good faith concerns about the legality or propriety of the organization’s actions or plans.

REPORTING:

A PASAE Person, who has a good faith concern regarding the legality or propriety of any action contemplated to be taken or taken by PASAE or another PASAE Person, or a good faith belief that action needs to be taken for PASAE to be in compliance with laws, policies, or ethical standards, should promptly advise the PASAE’s Executive Director. If management is unresponsive, the PASAE Person should report their concerns to the Board Chair. Names and organizations of current officers and current staff contact information can be found at the following website address: www.pasae.org.

INVESTIGATION:

PASAE will investigate these reports with care. PASAE’s interest in being thorough in its investigation means that it cannot promise complete confidentiality, but it will act as discretely as reasonably possible. If, as a result of the investigation, PASAE discovers a problem, it will promptly alert the Board Chair and take corrective action as it deems necessary.

RETALIATION:

PASAE will not discharge, threaten, or discriminate against a PASAE Person in any manner for their reporting in good faith what they perceive to be a wrongdoing, violation of law or regulation, or other unethical or illegal conduct. PASAE will impose disciplinary measures, up to and including termination, against anyone who threatens or retaliates against a PASAE Person who makes such a good faith report.

EXAMPLES OF FRAUDULENT CONDUCT OR IMPROPRIETY:

The following is a non-exhaustive list of the kinds of improprieties that should be reported:

- Forgery or alteration of documents;
- Abuse, inappropriate activity with a program participant;
- Fraudulent financial reporting;
- Misappropriation or misuse of PASAE resources, such as funds, supplies, other assets;

- Violations of PASAE's Conflict of Interest Policy;
- Authorizing or receiving compensation for goods not received, services not performed, or hours not worked; and,
- Facilitating or concealing any of the above or similar actions.

PASAE reserves the right to amend and/or supplement this policy at any time.

My signature indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about the policy and have had them answered.

Signature: _____ Date: _____

Name (please print): _____