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Town Name

Policies and Procedures Manual

Date: xxx

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# Section 1 Governance Policies

## History

(Organization Name) was formed as a Section 501(c)(3) Non‐Profit in (year). The organization was created as (Organization Name) with the purpose of aiding and promoting the redevelopment, improvement, revitalization, and beautification of the Town of (Town Name) and engaging in charitable, educational, and scientific activities. (Above was the Fuquay-Varina Downtown’s nonprofit original intent statement, on file with the IRS. Make CERTAIN your purpose matches your Non-Profit paperwork’s purpose)

In (designation year) the efforts of the organization resulted in (Town Name) being selected as a North Carolina Main Street community. (Organization Name) continues to maintain the North Carolina Main Street community status through the implementation of the Main Street Four‐Point Approach.

* 1. **Mission** copy and paste your annual mission statement
	2. **Economic Positioning Statement** copy and paste your economic positioning statement
	3. **Implementation Strategy**

The Town of (Town Name) is a designated NC Main Street community. The (Town Name) has charged (Organization Name) with the administration of the local NC Main Street program. The agency uses the Main Street America ™ model of establishing economic development strategies and applying the Main Street Four-Point Approach® to downtown revitalization: Economic Vitality, Design, Promotion, and Organization to implement a plan that achieves measurable results.

## Board of Directors

### Board Chair

*Purpose:* To guide and direct the members of the Board of Directors as the principal elected officer of the Board.

*Duties and Responsibilities:*

* + - * Preside over meetings of the (Organization Name) Board of Directors and Executive Committee.
			* Serve as an ex‐officio member of all committees, attending when possible.
			* Work with the Executive Director to see that all orders and resolutions of the Board of Directors are carried out.
			* Coordinate the work of officers and committees of the Board of Directors.
			* Call special meetings as the need arises.
			* Establish communication between Board of Directors and the Executive Director.
			* Facilitate the Board of Directors’ decision‐making.
			* Develop a positive working relationship with the Executive Director.
			* Assist the Executive Director in preparing the agenda for Board of Directors meetings.
			* Act as official spokesperson for the Board of Directors, when asked by the Executive Director and Board of Directors.
			* Work with the Executive Director on new Board of Directors member orientation.
			* Oversee the search for a new Executive Director or other staff member when the need arises.
			* Coordinate and participate in the Executive Director’s annual performance evaluation.
			* Enforce the bylaws and articles of incorporation.
			* Work with the nominating committee to recruit new Board of Directors members.
			* Foster a sense of team spirit on the Board of Directors.
			* Perform all other functions required by the office of Board Chair.

*Rationale:*

The Board Chair’s main responsibilities are to manage, direct and discipline Board of Directors members, and to preside over all Board of Directors meetings. To effectively run meetings, the Board Chair must work with the Executive Director to prepare an agenda, keep meeting discussion and debate focused on the issues, and move Board members to a decision.

The Board Chair is also responsible for appointing Board of Directors members to committees and other groups. To do this, he or she must know Board of Directors members’ skills and interests.

The Board Chair’s authority is granted to him or her only by the full Board of Directors. He or she may speak publicly on behalf of the Board of Directors only when given permission and only in support of the decisions of the full Board of Directors. The Board Chair should never give his or her opinion about a Board of Directors decision to the public or the news media.

### Past Board Chair

*Purpose:* To provide guidance and expertise to the Board Chair and the Board of Directors.

*Duties and Responsibilities:*

* + - * Attend all Board meetings.
			* Serve on the Executive Committee.
			* Work closely as a consultant and advisor to the Board Chair.
			* Carry out special assignments from the Board Chair.

*Rationale:*

The expertise and wisdom gained while serving as Board Chair can prove to be an invaluable source of information and guidance to the current Board Chair.

As Past Board Chair, helping to provide continuity can be extremely helpful to both (Organization Name) and the Board Chair.

### Chair‐Elect

*Purpose:* The Chair‐Elect is a “Board Chair in training”. He or she becomes Board Chair in the event the Board Chair resigns serving the unexpired term as well as the full term to which he or she was elected.

*Duties and Responsibilities:*

* + - * Attend all Board of Director meetings.
			* Work closely with the Board Chair to become familiar with the duties and responsibilities of the Board Chair’s position.
			* Assume the office of Board Chair when the current Board Chair’s term expires.
			* Serve on the Executive Committee.
			* Chair at least one committee.
			* Develop rapport and a positive working relationship with the Executive Director and Board Chair.
			* Fill the unexpired term of the Board Chair who resigns or otherwise moves off the Board of Directors.
			* Preside at meetings in the absence of the Board Chair.

*Rationale:*

The most important role the Chair‐Elect plays is to ensure an orderly transition in Board of Directors leadership. To be adequately prepared for this, he or she should serve on the Executive Committee and work closely with the Executive Director and Board Chair. The Chair‐Elect must also be familiar with the Board of Directors’ various projects and the work of its committees in the event he or she must take over the duties of Board Chair unexpectedly.

projects and the work of its committees in the event he or she must take over the duties of Board Chair unexpectedly.

### Secretary

*Purpose:* To maintain all Board of Directors records and ensure their accuracy.

*Duties and Responsibilities:*

* + - * Attend all Board of Directors meetings.
			* Make sure that members of the Board of Directors are notified of the times and dates of all meetings in accordance with the bylaws.
			* Maintain records of the Board of Directors.
			* Review Board of Directors meeting minutes for accuracy.
			* Keep a register of Board of Directors members’ addresses and phone numbers.
			* When necessary, obtain information from records and minutes to help Board of Directors members in the decision-making process.
			* Serve on the Executive Committee.
			* Serve as Secretary of the Executive Committee.
			* Maintain archival history of the organization.

*Rationale:*

The role of the Secretary is to keep track of the Board of Directors documents and records, ensure the accuracy of meeting minutes, and keep the Board of Directors informed of meeting dates and times.

### Treasurer

*Purpose:* To help ensure the fiscal integrity of (Organization Name) by providing oversight of its financial activities and ensuring the accuracy of all financial records.

*Duties and Responsibilities:*

* + - * Attend all Board or Directors meetings.
			* Using the proper chain of command, work with staff to review, submit and present full and accurate financial date to the rest of the Board of Directors.
			* Review the organization’s annual audit and answer any questions other Board of Directors members may have about it.
			* Ensure the Board of Directors’ financial policies are being followed.
			* Give regular reports to the Board of Directors as to the financial health of the organization.
			* Assist the Executive Director with preparation of (Organization Name) annual budget.
			* Serve as a member of the Executive Committee.

*Rationale:*

The role of the Treasurer is to ensure the financial integrity of the organization. Staff members, with the approval of the Executive Director, will keep the Treasurer informed regularly on the organization’s financial condition.

### General Board Member

*Purpose:* To manage the activities, affairs, and property of (Organization Name).

*Duties and Responsibilities:*

* + - * Establish policies and procedures.
			* Follow the organization’s bylaws and articles of incorporation and maintain best non‐profit, 501 (c) 3 practices.
			* Secure adequate funding through local government requests, special events, grants, and donations.
			* Monitor finances.
			* Participate in the development of an annual Plan of Work.
			* Elect and support (Organization Name) officers and Board of Directors.

*Individual Board of Directors Member’s Duties:*

* + - * Attend all Board of Directors meetings and activities, including special events and board planning retreats.
			* Become knowledgeable about the Main Street Program and (Organization Name).
			* Come to Board of Directors meetings well prepared and well informed about issues on the agenda.
			* Contribute to meetings by expressing your point of view.
			* Consider other points of view, make constructive suggestions, and help the Board of Directors make decisions that benefit the organization.
			* Serve on *at least one* committee.
			* Be an ambassador and represent (Organization Name) to individuals, the public and other organizations.
			* Support the organization through a personal financial contribution.
			* Assume Board leadership roles when asked.
			* Keep the Executive Director and the Board of Directors informed about any concerns the community has.
			* Be committed to the mission of (Organization Name) and the greater vision for the community.
			* Publicly support the decisions of the Board of Directors once adopted, even if the Board member does not individually agree with the decision.

*Rationale:*

Board of Directors members set broad policies and goals and give the Executive Director the authority to implement them in the day‐to‐day management of the organization. Individual members of the Board of Directors, however, have no authority to act independently of the full Board of Directors. When they do, it can seriously damage the organization’s ability to carry out its mission, the Board of Directors’ team spirit and the organization’s image in the community.

Board of Directors members are also “trustees‟ of (Organization Name) who approve an annual budget that ensures it can meet its financial needs. In addition, Board of Directors members monitor the overall financial health of their organization by reviewing annual reports.

Individual Board of Directors members should attend all Board of Directors meetings and actively participate in them and serve on committees or as Board of Directors officers. Finally, Board of Directors members have the responsibility to know and fulfill their proper role as Board of Directors members and to act in the best interests of (Organization Name).

## Committees

### Executive Committee

*Purpose:* The Executive Committee will act in the name of the Board of Directors when it is not meeting and deal with emergencies which require immediate attention.

*Committee Guidelines:*

* + - * The Executive Committee is delegated the powers and the authority of the full Board of Directors when the Board of Directors is not in session.
			* The Board Chair is the chairperson of the Executive Committee.
			* Members of the Executive Committee include: the Board Chair, Chair‐Elect, Past Board Chair, Secretary, and Treasurer.
			* The Executive Director attends Committee meetings as a staff representative.
			* All actions of the Executive Committee are subject to approval by the full Board of Directors.
			* Meetings of the Executive Committee are closed to anyone except Executive Committee members and the Executive Director.
			* Discussions, including emails, between Executive Committee members and the Executive Director are confidential.

*Duties and Responsibilities:*

* + - * Appoint all committee chairpersons.
			* Keep the Board of Directors informed about the Executive Committee’s activities.
			* Oversee the annual planning process.
			* Make sure the Board of Directors performs an annual self‐evaluation.
			* Oversee Board of Directors development and training.
			* Make recommendations to the Board of Directors on hiring a new Executive Director.
			* Make recommendations to the Board of Directors for authorization of non‐budgetary expenditures.
			* Review and recommend approval of the organization’s operating budget.
			* Assign and monitor the work and recommendations of committees.
			* Meet in the event of an emergency.
			* Make decisions when the Board of Directors in not meeting.
			* Oversee all public relations and community related activities of (Organization Name).
			* Recommend nominees to fill any vacancy on the Board of Directors.
			* Review the performance, compensation, and terms of employment of the Executive Director.

*Rationale:*

The Executive Committee may handle routine Board of Director business. This saves time and allows the Board of Directors to concentrate on major issues such as long-range planning, and new funding. The Board of Directors is responsible for approving decisions made by the Executive Committee.

The Executive Committee meets when an emergency needs to be dealt with immediately. The Executive Committee also delegates responsibilities to the other committees and monitors their work.

### Finance Committee

*Purpose:* To develop sound financial planning to ensure longevity of the (Organization Name) Main Street Program.

*Duties and Responsibilities:*

* + - * Set long range financial goals for (Organization Name)
			* Set yearly financial goals for (Organization Name) to include private sector commitment, public sector commitment and additional resources commitment.
			* Evaluate the organization sponsorship packet each year.
			* Reach out to the private sector to build private support for the Main Street Program.
			* Help the Executive Director and staff secure sponsorship for the current year events.
			* Develop an annual fundraising campaign/program.
			* Report to the Board of Directors each month of the status of the campaign and assign board member roles to help make certain campaign goals are met.
			* Evaluate grants and other funding opportunities and once identified make certain that grants are submitted in a timely manner.

*Rationale:*

The Finance Committee is comprised of members of the Executive Committee. The Committee advises the Board of Directors with respect to the financial conditions and financial policies of the organization. The Committee suggests ways that the full Board of Directors may help in maintaining financial goals of (Organization Name)

### Design Committee

*Purpose:* To assist property owners and businesses in the downtown districts when making decisions about improvements to properties. The design committee serves as a catalyst to improve the physical appearance and function of the downtown districts.

*Duties and Responsibilities:*

* + - * Provide a safe and inviting atmosphere for citizens, shoppers, workers, and visitors.
			* Increase ‘curb appeal’ of our downtown districts through the addition and maintenance of natural and man‐made elements.
			* Visually promote public art, (Town Name) heritage and the (Town Name) brand in our commercial districts.
			* Assist in educating merchants, property owners and the public in general about good design within the context of historic preservation, the National Main Street Center’s 4‐Point Approach ™, and the (Town Name) Downtown Master Plan.
			* Provide good design assistance to merchants and property owners within the district in compliance with the (Town Name) Downtown Master Plan.
			* Encourage improvements to business exteriors in compliance with the (Town Name) Downtown Master Plan.
			* Work with Town of (Town Name) Economic Development and Planning Departments to guide the future growth and impact of the district through changes in policies and ordinances.
			* Make recommendations for changes to the (Town Name) façade grant program and development of other incentive programs to the (Organization Name) Board of Directors for approval and submission to the (Town Name).
			* Make recommendations for annual award recognitions where applicable.
			* Keep the full Board regularly informed of the general financial status of any grant funding.

*Rationale:*

The primary role of the Design Committee is to keep our Main Streets and commercial districts in top physical shape by creating a safe and inviting environment for citizens, shoppers, workers, and visitors. To perform this role effectively, committee members need to work as a team with the Executive Director, Town Staff and downtown property owners and merchants.

### Economic Vitality Committee

*Purpose:* To be the most knowledgeable source for downtown property and opportunities to encourage economic vitality within the context of historic preservation and market properties in the downtown business districts by paring business and property owners.

*Duties and Responsibilities:*

* + - * Assist the Executive Director by helping him or her to identify and prioritize market opportunities.
			* Identify ways to help strengthen existing businesses.
			* Recruit complementary businesses to fill building vacancies
			* Support the financial structure of (Organization Name) by assembling incentives and capital for both projects and operating.
			* Identify ways to develop underutilized space in the downtown districts.
			* Maintain a building inventory.
			* Implement the economic components of the vision for (Organization Name).

*Rationale:*

Every Board of Directors member has the responsibility to project a positive image of (Organization Name) and market the potential both in his or her public and private dealings. The role of the Economic Restructuring Committee is the help the Executive Director in his or her responsibility to set formal direction and provide opportunities for the rest of the Board of Directors to carry out this important duty.

### Executive Committee

*Purpose:* The Executive Committee will act in the name of the Board of Directors when it is not meeting and deal with emergencies which require immediate attention.

*Committee Guidelines:*

* + - * The Executive Committee is delegated the powers and the authority of the full Board of Directors when the Board of Directors is not in session.
			* The Board Chair is the chairperson of the Executive Committee.
			* Members of the Executive Committee include: the Board Chair, Chair‐Elect, Past Board Chair, Secretary, and Treasurer.
			* The Executive Director attends Committee meetings as a staff representative.
			* All actions of the Executive Committee are subject to approval by the full Board of Directors.
			* Meetings of the Executive Committee are closed to anyone except Executive Committee members and the Executive Director.
			* Discussions, including emails, between Executive Committee members and the Executive Director are confidential.

*Duties and Responsibilities:*

* + - * Appoint all committee chairpersons.
			* Keep the Board of Directors informed about the Executive Committee’s activities.
			* Oversee the annual planning process.
			* Make sure the Board of Directors performs an annual self‐evaluation.
			* Oversee Board of Directors development and training.
			* Make recommendations to the Board of Directors on hiring a new Executive Director.
			* Make recommendations to the Board of Directors for authorization of non‐budgetary expenditures.
			* Review and recommend approval of the organization’s operating budget.
			* Assign and monitor the work and recommendations of committees.
			* Meet in the event of an emergency.
			* Make decisions when the Board of Directors in not meeting.
			* Oversee all public relations and community related activities of (Organization Name).
			* Recommend nominees to fill any vacancy on the Board of Directors.
			* Review the performance, compensation, and terms of employment of the Executive Director.

*Rationale:*

The Executive Committee may handle routine Board of Director business. This saves time and allows the Board of Directors to concentrate on major issues such as long-range planning, and new funding. The Board of Directors is responsible for approving decisions made by the Executive Committee.

The Executive Committee meets when an emergency needs to be dealt with immediately. The Executive Committee also delegates responsibilities to the other committees and monitors their work.

### Finance Committee

*Purpose:* To develop sound financial planning to ensure longevity of the (Organization Name) Main Street Program.

*Duties and Responsibilities:*

* + - * Set long range financial goals for (Organization Name)
			* Set yearly financial goals for (Organization Name) to include private sector commitment, public sector commitment and additional resources commitment.
			* Evaluate the organization sponsorship packet each year.
			* Reach out to the private sector to build private support for the Main Street Program.
			* Help the Executive Director and staff secure sponsorship for the current year events.
			* Develop an annual fundraising campaign/program.
			* Report to the Board of Directors each month of the status of the campaign and assign board member roles to help make certain campaign goals are met.
			* Evaluate grants and other funding opportunities and once identified make certain that grants are submitted in a timely manner.

*Rationale:*

The Finance Committee is comprised of members of the Executive Committee. The Committee advises the Board of Directors with respect to the financial conditions and financial policies of the organization. The Committee suggests ways that the full Board of Directors may help in maintaining financial goals of (Organization Name)

### Organization Committee

*Purpose:* To recruit new leadership for the (Organization Name) and develop partnerships to assist with the implementation of its programs and projects.

*Duties and Responsibilities:*

* + - * Help the Design, Promotions and Economic Restructuring committees to recruit new members.
			* Promote the development of a strong volunteer network.
			* Encourage partnership development with all stakeholders in downtown.
			* Develop the vehicles to ensure lines of communication are always open

*Rationale:*

The Organization Committee works to recruit new leadership for the downtown revitalization organization and develop partnerships to assist with the implementation of its programs and projects. This committee stays in close touch with its supporters and works to mobilize many volunteers.

### Promotions Committee

*Purpose:* Market a unified, quality image of the downtown business districts as the center of activities, goods and services and assist the Executive Director in his or her responsibility to maintain a positive image of (Organization Name) in the community.

*Duties and Responsibilities:*

* + - * Assist the Executive Director by helping him or her to plan an annual promotion program.
			* Work closely with the Executive Director to plan all publicity and promotion in support of (Organization Name).
			* Assist with planning and implementing planned special events.
			* Help the Executive Director plan and develop marketing efforts which support and educate the community about (Organization Name) services and programs.
			* Work toward building new sources of funding for the promotional budget.
			* Assist with building a strong network of volunteers to help implement special events.
			* Monitor the effectiveness and economic impact of special events.

*Rationale:*

Every member of the Board of Directors has the responsibility to project a positive image of (Organization Name) both in his or her public and private dealings. The role of the Promotions Committee is to help the Executive Director in his or her responsibility to set formal direction and provide opportunities for the rest of the board to carry out this important duty.

### Nominations Committee

*Purpose:* To seek and nominate qualified candidates for election or appointment to the Board of Directors.

*Committee Guidelines:*

* + - * Members of the Nominations Committee include Board Chair, Past Board Chair, Promotions Committee Chair, Design Committee Chair, and Economic Restructuring Committee Chair.

*Duties and Responsibilities:*

* + - * Develop a pool of potential candidates for the Board of Directors.
			* Recommend nominees to the Board of Directors.

*Rationale:*

The Nominations Committee seeks out qualified Board of Directors candidates and provides recommendations of these candidates to the full Board of Directors.

### Committee Chair

*Purpose:* To lead and report on committee meetings.

*Duties and Responsibilities:*

* + - * Should be a member of the Board of Directors.
			* Attend all committee meetings.
			* Call and preside over committee meetings.
			* Set the agenda for committee meetings.
			* Record decisions and recommendations made by the committee.
			* Report the committee’s activities and recommendations to the Executive Committee and the Board of Directors.
			* Invite the Executive Director and Board Chair to attend committee meetings.
			* Work with the Executive Director and Board Chair to decide who should serve on the committee.
			* Delegate responsibilities to other committee members and encourage their full participation.
			* Evaluate the work of the committee with other committee officers, Board Chair, and Executive Director.

*Rationale:*

The job of the Committee Chair is to facilitate the work of the committee by helping members stay focused on the issues, reach decisions, and make recommendations. He or she needs to work closely with the Executive Director and Board Chair and should invite them to all meetings.

The Committee Chair also calls meetings, sets the agenda, encourages member participation, and delegates responsibility and tasks. The Committee Chair monitors progress of committee goals and reports final recommendations to the Board of Directors.

## Staff

### Executive Director

*Purpose:* The Executive Director, with the support from the Board of Directors, manages the day‐to‐day operations of (Organization Name), formulates, and carries out short‐term objectives to advance the Board of Directors’ long‐range plan, establishes operating procedures, supervises the hiring, firing and advancement of all staff members and volunteers.

*Duties and Responsibilities:*

* + - * Attend all regular Board of Directors meetings.
			* Be directly responsible to the Board of Directors.
			* Work with the Board Chair to prepare the agenda for regular Board of Directors meetings.
			* Initiate and direct the development of policies for Board of Directors approval.
			* Take part in Board of Directors and committee meeting discussions as necessary.
			* Provide the Board of Directors with adequate information to help it reach sound decisions and establish policies.
			* Supervise the implementation of all Board of Directors policies.
			* Direct office staff and volunteers in their assignments and duties.
			* Evaluate staff members annually and communicate evaluation to Board of Directors for action.
			* Prepare annual budget and submit it to the Board of Directors for approval.
			* Provide adequate information to the Board of Directors about the financial status of the organization.
			* Represent the organization and its policies in all dealings with other organizations, individuals and the public
			* Promote a positive image of the organization in the community through good public relations and communication via website, newsletter, and publications.
			* Work with the Board of Directors and committees on the organizations Plan of Work.
			* Develop short‐range objectives to meet the goals of the Plan of Work.
			* Report regularly to the Board of Directors on progress toward the organization’s objectives and other issues of concern to the Board of Directors.
			* Maintain official records and documents to ensure compliance with federal, state and local regulations.
			* Serve as the Main Street Program Manager for (Organization Name).
			* As Main Street Program Manager, coordinates activities of committees, ensuring that communication between committees and Board of Directors is well established.
			* Manages all administrative aspects of the Main Street program, including recordkeeping and preparation of all reports required by the North Carolina Main Street program and the National Main Street Center. Those reports include annual statistics and Main Street Award applications.
			* At the approval of the Board of Directors, attend North Carolina Main Street training sessions and report on sessions attended.

*Rationale:*

The Executive Director is hired by the Board of Directors to manage the day‐to‐day operation of (Organization Name). His or her responsibility is to carry out policy made by the Board of Directors and set objectives to meet the Board of Directors’ long‐range goals.

The difference between the Executive Director and the Board of Directors can be summed up this way: The Board of Directors makes policy while the Executive Director executes this policy in the daily management of (Organization Name). The Executive Director makes all decisions that affect individuals, services, programs, staff and volunteers in Fuquay‐Varina Downtown. The Board of Directors makes decisions that affect the entire organization.

Because the Executive Director serves on the front line of (Organization Name), Board of Directors members should always seek his or her input and insight about its needs.

### Events and Marketing Director

*Purpose:* Provides office services by implementing administrative systems, procedures, and policies, as well as monitoring promotions of downtown events and business promotions.

*Reports To:* Executive Committee

*Duties and Responsibilities:*

* + - * Promotion Schedule
				1. Follow and update planning guides for each event.
				2. Secure volunteers for each event by utilizing online sign-up system.
				3. Promote events via media, print and online sources.
				4. Present at each event to assist with whatever is needed.
				5. Meet with Promotion Committee Chair monthly to go over needs of the events and monitor progress.
				6. Attend monthly Promotions Committee meetings and provide a report of what is needed.
			* Downtown Business Promotion
				1. Assist with projects and promotions that will bring exposure to our downtown businesses. Shop Local Campaign, Blogs, Facebook, Twitter, etc.
			* Communication
				1. Provide information by answering questions and requests.
				2. Answer phone each day, check messages and share in returning of the calls.
				3. Greet visitors and hand out information about our downtown to them as they leave.
				4. Maintain the weekly newsletter.
			* Office Productivity
				1. Keep supplies well stocked and organized. (Ink toner, paper, etc.)
				2. Meet with the Executive Director each week to go over the goals for the week.
				3. Contribute to team effort by accomplishing related results as needed.
				4. Maintain office hours approved by the Board of Directors and assure office is staffed.

*Skills/Qualifications:* Strong Writing Skills, Microsoft Office Skills, Managing Processes, Organization, Analyzing Information, Professionalism, Problem Solving, Supply Management, And Verbal Communication.

# Section 2 Administrative Policies

## Access to Information

### Articles of Incorporation

**Policy**: A copy of the Articles of Incorporation must be kept at the (Organization Name) office.

#### Procedure:

1. By North Carolina law, a printed copy of the Articles of Incorporation must be kept at the principal place of business (NC General Statute 55A‐16‐01(e)(1)).
2. The document will be stored in a marked, easily accessed binder.
3. The document will be made available to anyone who requests it with a written notice at least 5 business days in advance (NC General Statute 55A‐16‐02(a)).

### By‐Laws

**Policy**: A copy of the By‐Laws must be kept at the (Organization Name) office.

#### Procedure:

1. By North Carolina law, a printed copy of the By‐Laws must be kept at the principal place of business (NC General Statute 55A‐16‐01(e)(2)).
2. The document will be stored in a marked, easily accessed binder.
3. The document will be made available to anyone who requests it with a written notice at least 5 business days in advance (NC General Statute 55A‐16‐02(a)).

### Policies and Procedures

**Policy**: A copy of the Policies and Procedures Manual will be kept at the (Organization Name) office.

#### Procedure:

1. A printed copy of the Policies and Procedures Manual will be kept at the principal place of business.
2. The document will be stored in a marked, easily accessed binder.
3. The document will be made available to anyone who requests it with a written notice at least 5 business days in advance.

### Meeting Minutes

**Policy**: Copies of the minutes from Board of Directors Meetings must be kept at the (Organization Name) office.

#### Procedure:

1. Printed copies of the minutes from Board of Directors Meetings will be kept at the principal place of business for at least three years (NC General Statute 55A‐16‐01(e)(4)).
2. The documents will be stored in a marked, easily accessed binder.
3. The documents will be made available to anyone who requests them with a written notice at least 5 business days in advance (NC General Statute 55A‐16‐02(a)).

### Annual Plan of Work

**Policy**: A copy of the Annual Plan of Work will be kept at the (Organization Name) office.

#### Procedure:

1. A printed copy of the Annual Plan of Work will be kept at the principal place of business.
2. The document will be stored in a marked, easily accessed binder.
3. The document will be made available to anyone who requests it.

## Record Retention and Destruction

* + 1. **Bank statements, deposit records, cancelled checks, and reconciliation statements. Policy**: Bank statements, deposit records, cancelled checks, and reconciliation statements will be retained for a period of 7 years.

#### Procedure:

1. Active records in storage should be readily accessible by the organization.
2. Inactive records do not need to be readily accessible but must be stored in a system and in a format that permit identification and retrieval.
3. When records are past retention requirements, documents shall be destroyed in a method that maintains confidentiality such as shredding.

### Contracts

**Policy**: Contracts will be retained for a period of 7 years after expiration.

#### Procedure:

1. Active records in storage should be readily accessible by the organization.
2. Inactive records do not need to be readily accessible but must be stored in a system and in a format that permit identification and retrieval.
3. When records are past retention requirements, documents shall be destroyed in a method that maintains confidentiality such as shredding.

### Donations

**Policy**: Donation records will be retained for a period of 7 years.

#### Procedure:

1. Active records in storage should be readily accessible by the organization.
2. Inactive records do not need to be readily accessible but must be stored in a system and in a format that permit identification and retrieval.
3. When records are past retention requirements, documents shall be destroyed in a method that maintains confidentiality such as shredding.

### Financial Statements

**Policy**: Year‐end financial statements will be retained permanently.

#### Procedure:

1. Active records in storage should be readily accessible by the organization.
2. Inactive records do not need to be readily accessible but must be stored in a system and in a format that permit identification and retrieval.

### Insurance Policies

**Policy**: Insurance policies will be retained for a period of 3 years after expiration.

#### Procedure:

1. Active records in storage should be readily accessible by the organization.
2. Inactive records do not need to be readily accessible but must be stored in a system and in a format that permit identification and retrieval.
3. When records are past retention requirements, documents shall be destroyed in a method that maintains confidentiality such as shredding.

### Insurance Claims

**Policy**: Insurance claim records will be retained permanently.

#### Procedure:

1. Active records in storage should be readily accessible by the organization.
2. Inactive records do not need to be readily accessible but must be stored in a system and in a format that permit identification and retrieval.

### Tax Returns

**Policy**: Tax returns will be retained permanently.

#### Procedure:

1. Active records in storage should be readily accessible by the organization.
2. Inactive records do not need to be readily accessible but must be stored in a system and in a format that permit identification and retrieval.

### Meeting Minutes

**Policy**: The minutes from Board of Directors Meetings will be retained for 3 years.

#### Procedure:

1. Printed copies of the minutes from Board of Directors Meetings will be kept at the principal place of business for at least three years (NC General Statute 55A‐16‐01(e)(4)).
2. The documents will be stored in a marked, easily accessed binder.
3. When records are past retention requirements, documents shall be destroyed in a method that maintains confidentiality such as shredding.

## Conflict of Interest

### Employees, Board of Directors, and Committee Members

**Policy**: Employees, members of the Board of Directors and committee members with a potential conflict of interest concerning a contract or transaction with (Organization Name) will complete a Conflict-of-Interest form.

#### Procedure:

1. Employee, Board member or committee member with potential conflict of interest will complete a Conflict-of-Interest form (see Appendix A).
2. Copies of the completed Conflict of Interest form will be given to Board members for review.
3. Board of Directors will vote on the issue.
4. The individual involved with the potential Conflict of Interest will not be allowed to vote on the issue.
5. Results of the vote will be recorded in minutes of the meeting.

## Communications

### Internal Communications

##### Email

**Policy**: Email access is required for internal communications.

#### Procedure:

1. The Executive Director will maintain a list of email addresses for the Board of Directors.
2. It is the responsibility of each member of the Board of Directors to ensure the Executive Director has his or her current, preferred email address.
3. Board of Director email correspondence will include visible email addresses to ensure inclusion of all required members and to allow for ‘reply all’ functionality.

##### Online File Storage

**Policy**: An online file storage service is required for remote access to documents.

#### Procedure:

1. The Executive Director will maintain the file storage service.
2. The Dropbox File Storage service will be used to storage Board of Director documents.
3. Access to the online file storage will be provided to all members of the Board of Directors and staff.

##### Meetings

**Policy**: Regularly scheduled, monthly Board of Directors meetings will be held to provide face‐to‐face discussion of activities and events.

#### Procedure:

1. Meeting attendance is required for members of the Board of Directors and staff.
2. The meetings will be open to the public.
3. Specifics of the meetings are detailed in section 2.6.1 of this manual.]

### External Communications

##### Newsletter

**Policy**: A weekly newsletter will be used to communicate news, events, and special announcements to the public.

#### Procedure:

1. The newsletter will be maintained by the Events and Marketing Director.
2. The newsletter will be available to the public by free subscription.

##### Website

**Policy**: A website will be used to communicate current and past news and events.

#### Procedure:

1. The website will be maintained by the webmaster.
2. The website will be available to the public without requiring an account to login.

##### Facebook

**Policy**: A Facebook page will be used to provide interactive communication with the public.

#### Procedure:

1. The Facebook page will be maintained by the Executive Director and Events and Marketing Director.

##### Twitter

**Policy**: A Twitter account will be used to provide short messages to the public.

#### Procedure:

1. The Twitter account will be maintained by the Executive Director and Events and Marketing Director.

##### Online Calendar

**Policy**: An online calendar will be used to promote meetings and downtown events.

#### Procedure:

1. The online calendar will be maintained by the Executive Director.
2. Board of Directors and public committee meetings will be listed on the calendar.

##### Press Releases

**Policy**: Press releases will be used to promote events and make special announcements.

#### Procedure:

1. The Events and Marketing Director will be responsible for the issuing of press releases.
2. Each major event should be preceded with a press release.

##### Annual Main Street Program Report

**Policy**: An annual Main Street Program report will be created to communicate the organization’s commitment to the Main Street Program.

#### Procedure:

1. The creation of the report is the responsibility of the Organization Committee.
2. The report will be printed for distribution to sponsors and the town commissioners.
3. The report will be added to the website for access by the public.

## Insurance

### Business Property Insurance

**Policy**: Business property insurance coverage will be maintained continuously.

#### Procedure:

1. The policy will be reviewed annually with the insurance agent to ensure proper coverage.
2. Each year’s policy quote will be compared to the price of the previous year’s policy to ensure no significant increase in price.
3. In the event of a significant price increase, additional quotes from other agents will be considered upon request of the Board of Directors.
4. The policy will be purchased or renewed each year by March 29.

### Event / Directors and Officers Liability Insurance

**Policy**: Event and Directors and Officers liability insurance will be maintained continuously.

#### Procedure:

1. The policy will be reviewed annually with the insurance agent to ensure proper coverage.
2. Each year’s policy quote will be compared to the price of the previous year’s policy to ensure no significant increase in price.
3. In the event of a significant price increase, additional quotes from other agents will be considered upon request of the Board of Directors.
4. The policy will be purchased or renewed each year by January 1.

### Special Event Liability Insurance

**Policy**: Temporary special event liability insurance will be purchased for events where alcohol is served.

#### Procedure:

1. Any event where alcohol is served will be covered with a temporary special event liability insurance policy.
2. The policy will be purchased at least 4 weeks prior to the event.

## Meetings

### Board of Directors

**Policy**: The Board of Directors will hold monthly, public meetings.

#### Procedure:

1. The date, time and location of the meetings will be included on the organization’s online calendar.
2. An email reminder of the meeting will be sent by the Executive Director to the Board of Directors the week prior to the meeting.
3. If a meeting must be canceled, all effort will be made to notify the Board of Directors and post the cancellation on the online calendar 48 hours in advance of the scheduled meeting.
4. Meeting minutes will be recorded and distributed to the Board of Directors prior to the next meeting.
5. The public may attend meetings and may address the board.
6. Morning meetings should not exceed 1 hour.
7. Meetings requiring more than 1 hour should be held in the evenings.
8. New Directors and the Executive Committee will be elected 3 to 4 months prior to the Annual Planning Retreat.

### Executive Committee

**Policy**: The Executive Committee will hold as‐needed, closed‐door meetings.

#### Procedure:

1. The date, time and location of the meetings will be made available to members of the Executive Committee and the Executive Director.
2. The meetings will be closed to the public and will include only the Executive Committee and the Executive Director unless other attendees are approved by the Executive Committee.
3. All actions of the Executive Committee are subject to approval by the full Board of Directors.

### Promotions Committee

**Policy**: The Promotions Committee will hold monthly, public meetings.

#### Procedure:

1. The date, time and location of the meetings will be included on the organization’s online calendar.
2. An email reminder of the meeting will be sent by the committee chair to the committee members the week prior to the meeting.
3. If a meeting must be canceled, all effort will be made to notify the committee members and post the cancellation on the online calendar 48 hours in advance of the scheduled meeting.
4. The public may attend meetings.
5. Meeting minutes will be recorded and distributed to the Board of Directors prior to the next Board of Directors meeting.

### Economic Restructuring Committee

**Policy**: The Economic Restructuring Committee will hold monthly, public meetings.

#### Procedure:

1. The date, time and location of the meetings will be included on the organization’s online calendar.
2. An email reminder of the meeting will be sent by the committee chair to the committee members the week prior to the meeting.
3. If a meeting must be canceled, all effort will be made to notify the committee members and post the cancellation on the online calendar 48 hours in advance of the scheduled meeting.
4. The public may attend meetings.
5. Meeting minutes will be recorded and distributed to the Board of Directors prior to the next Board of Directors meeting.

### Design Committee

**Policy**: The Design Committee will hold monthly, public meetings.

#### Procedure:

1. The date, time and location of the meetings will be included on the organization’s online calendar.
2. An email reminder of the meeting will be sent by the committee chair to the committee members the week prior to the meeting.
3. If a meeting must be canceled, all effort will be made to notify the committee members and post the cancellation on the online calendar 48 hours in advance of the scheduled meeting.
4. The public may attend meetings.
5. Meeting minutes will be recorded and distributed to the Board of Directors prior to the next Board of Directors meeting.

### Finance Committee

**Policy**: The Finance Committee will hold as‐needed, closed‐door meetings.

#### Procedure:

1. The date, time and location of the meetings will be made available to Board of Directors.
2. The meetings will be closed to the public but may include any member of the Board of Directors or Staff.
3. Meeting minutes will be recorded and distributed to the Board of Directors prior to the next Board of Directors meeting.

### Organization Committee

**Policy**: The Organization Committee will hold as‐needed, public meetings.

#### Procedure:

1. The date, time and location of the meetings will be included on the organization’s online calendar.
2. An email reminder of the meeting will be sent to the committee members the week prior to the meeting.
3. If a meeting must be canceled, all effort will be made to notify the committee members and post the cancellation on the online calendar 48 hours in advance of the scheduled meeting.
4. The public may attend meetings.
5. Meeting minutes will be recorded and distributed to the Board of Directors prior to the next Board of Directors meeting.

### Nominations Committee

**Policy**: The Nominations Committee will hold as‐needed, closed‐door meetings.

#### Procedure:

1. The Nominations Committee will meet prior to the November Board of Directors meeting to compile a list of recommended nominees for the following year’s Board of Directors.
2. The Nominations Committee will accept nominations from outside of the committee as well as from within.
3. The Nominations Committee may meet at any time throughout the year to address Board of Director vacancies.Section 3 Financial Policies

## Accounting Methods

### Revenue and Expense Recording

**Policy**: The organization will use the cash method of accounting.

#### Procedure:

* + - 1. Revenue and Expenses will be recorded when incurred.
			2. Year‐end books will be closed no later than 90 days after the end of the fiscal year.

## Assets

### Disposal of Assets upon Dissolution of the Organization

**Policy**: In the event of the dissolution of the organization, the Board of Directors will distribute the assets of the organization to the (Town Name).

#### Procedure:

* + - 1. Upon dissolution of the organization the assets will be distributed, transferred, conveyed, delivered and paid over to the (Town Name). (By‐Laws Article V).

## Audit

### External Review of Records and Books

**Policy**: The records and books of the organization will be subject to monthly and annual reviews.

#### Procedure:

* + - 1. Reviews will be performed by a certified public accountant in accordance with generally accepted auditing standards and procedures.
			2. Reviews will be conducted when requested by the Board of Directors.
			3. Reviews may be scheduled at regular intervals.

### Internal Review of Financial Statements

**Policy**: The Board of Directors will review the financial statements of the organization each month.

#### Procedure:

* + - 1. The previous month’s Profit and Loss Statement, Balance Sheet, and Budget verses Actual Report will be distributed to all members of the Board of Directors for review prior to the Board of Directors meeting.
			2. The financial statements will be voted on at the monthly Board of Directors meetings.

### External Audit of Records and Books

**Policy**: The records and books of the organization will be subject to an audit.

#### Procedure:

* + - 1. The audit will be performed by a certified public accountant.
			2. Reviews will be conducted when requested by the Board of Directors.

## Banking

###  Bank Account

**Policy**: A Bank Account will be maintained.

#### Procedure:

* + - 1. The account will be a federally insured account.
			2. The account will be located at (Bank Name).
			3. The account will be used for promotions related transactions.
			4. Checks will be written by one person and signed by a different person.
			5. No check will be signed by the individual who is to receive the funds.
			6. The list of authorized signers will be reviewed and updated if necessary, in January of every year.

## Budget Preparation and Management

### Budget Preparation

**Policy**: An annual budget will be prepared prior to the start of each new fiscal year.

#### Procedure:

* + - 1. The Finance Committee and Executive Director will prepare the proposed budget.
			2. If the organization is using a fiscal year of January 1 to December 31, the budget will be prepared prior to the December Board of Directors meeting.
			3. If the organization is using a fiscal year of July 1 to June 30, the budget will be prepared prior to the February Board of Directors meeting.
			4. The proposed budget will be balanced.

### Budget Approval

**Policy**: The annual budget will be voted on by the full Board of Directors.

#### Procedure:

* + - 1. The Board of Directors will be provided with a copy of the proposed budget at least 48 hours prior to the meeting in which it will be presented for approval.
			2. If the organization is using a fiscal year of January 1 to December 31, the budget will be voted on during the December Board of Directors meeting.
			3. If the organization is using a fiscal year of July 1 to June 30, the budget will be voted on during the February Board of Directors meeting.

### Budget Presentation

**Policy**: The annual budget will be presented to the (Town Name).

#### Procedure:

* + - 1. The proposed annual budget will be presented to the (Town Name).by the Executive Director.
			2. The proposed annual budget will be presented no later than March 31.

### Budget Revision

**Policy**: The annual budget will be revised based on the grant approval from the (Town Name).

#### Procedure:

* + - 1. Following the official notification of awarded grant money from the (Town Name)., the budget will be revised to balance.
			2. The Finance Committee will prepare the revision and present it to the general Board of Directors for approval.

### Budget Mid‐Year Review

**Policy**: The annual budget will be reviewed by the Finance Committee six months into the fiscal year.

#### Procedure:

* + - 1. Six months into fiscal year the budget will be reviewed by the Finance Committee and revised, if needed, to balance.
			2. The Finance Committee will prepare the revision and present it to the general Board of Directors for approval.

## Expenses

*Reserved for future use: Includes receipts, mileage, meal, and parking reimbursement, and submitting expenses.*

## Cash Management

*Reserved for future use: Includes cash, and reserve fund.*

## Fund Development

*Reserved for future use: Includes types of activities, receipts, and charitable consideration.*

## Investment

*Reserved for future use: Surplus funds, Board approval and use of revenue.*

## Check Control and Safeguard

### Check Writing

**Policy**: Checks will be written by one person and signed by a different person

#### Procedure:

* + - 1. Checks will be written and recorded by someone other than the check signer.
			2. The list of authorized check signers will be reviewed and updated, if necessary, in January of each year.
			3. The most recent invoices and receipts will be attached to the ledger in the checkbook.
			4. Older invoices and receipts will be stored in clearly marked folders.

## Contracts

### Contract Approval

**Policy**: All contacts for the organization are subject to approval by the Board of Directors.

#### Procedure:

* + - 1. Contracts will be reviewed by the Board of Directors.
			2. Any contract with the potential for a conflict of interest must include a signed Conflict of Interest form (Appendix A) prior to approval.
			3. The Board of Directors may authorize any officer or officers, agent, or agents, to enter any contract in the name of and on behalf of the organization (By‐Laws Article VI (1)).

## Credit

### Credit Cards

**Policy**: A corporate credit card account will be maintained.

#### Procedure:

* + - 1. The credit card limit will be $2000.
			2. The use of the credit card will be limited to the Executive Director.
			3. The credit card should never be used for personal items.

## Form 990

### Form 990 Review

**Policy**: Form 990 will be distributed to all members of the Board of Directors prior to filing with the Internal Revenue Service. Board members will be given the opportunity to review the Form 990 while also ensuring that annual filing deadlines may be met.

#### Procedure:

* + - 1. The Executive Director is responsible for the timely preparation of the Form 990.
			2. The Executive Director may confer with accountants and legal counsel with respect to drafts of the Form 990.
			3. Copies of the draft Form 990 will be distributed to the Board of Directors in either electronic or paper form for review and approval.
			4. Any questions or concerns will be noted and addressed, and Executive Director will ensure that changes are incorporated into the Form 990 as appropriate.
			5. After all input has been appropriately addressed, the final version of the Form 990 (with required schedules) will be distributed to the Board of Directors prior to filing with the IRS.
			6. After the final version of the Form 990 has been distributed, the Executive Director will cause the final Form 990 to be filed as required.

# Section 4 Human Resources Policies

## Employee and Volunteer Rights

### Whistleblower Protection

**Policy**: (Organization Name) encourages employees, volunteers and others related to the organization to report any violation of policy, procedure, or ethics; illegal activity; or other misconduct by employees, volunteers, or others related to the organization. No person who in good faith reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee, board member, or volunteer who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

#### Procedure:

* + - 1. Reports can be made directly to the Executive Director, Board Chair or Chair Elect.
			2. To the extent that the activity or misconduct involves the Executive Director the report should be made directly to the Board Chair or Chair Elect.
			3. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously.
			4. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
			5. The recipient of a complaint will notify the sender and acknowledge receipt of the reported violation or misconduct within five business days.
			6. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

## Volunteers

### Recruitment

Policy: The Events and Marketing Director will oversee the recruitment of volunteers. Procedure:

* + - 1. The number of volunteers needed for specific events will be determined and shared with the committees, Executive Director, and Board of Directors.
			2. The Board of Directors will be kept informed of any possible shortfall in volunteer recruitment and will be expected to assist with the recruitment.
			3. The newsletter, website and Facebook will be utilized to recruit volunteers.
			4. Volunteers will not be discriminated against based on race, color, sex, sexual orientation, gender identity, religion, disability, age, genetic information, veteran status, ancestry, or national or ethnic origin. If the volunteer is under the age of eighteen, a guardian may be required to accompany them during events.

## Board of Directors

### Commitment

**Policy:** Each member of the Board of Directors will affirm his or her understanding of the commitment required of Board Members by reading and signing a Board Member Commitment Form.

#### Procedure:

* + - 1. Board members will be given two copies of the Board Member Commitment Form at the beginning of each fiscal year.
			2. Each Board member will read and sign the forms, returning one copy to the Executive Director and keeping the other copy.

# Section 5 Facilities and Property Policies

## Office Access

### Office Keys

**Policy:** Office keys will be issued to the Executive Director, Events and Marketing Director and Board Chair.

#### Procedure:

* + - 1. Committee chairs may be issued keys to open the office for committee meetings.
			2. Project leads may be issued keys during the time of his or her project to access supplies.
			3. At the last Board of Directors meetings of the fiscal year the outgoing Board Chair will turn over his or her key to the incoming Board Chair.

# Appendix A

## Conflict of Interest Form

(Organization Name)

Policy on Conflicts of Interest and Disclosure of Certain Interests

This conflict-of-interest policy is designed to help directors, officers and employees of (Organization Name) identify situations that present potential conflicts of interest and to provide (Organization Name) with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a director, officer or employee has or may have a conflict of interest with respect to the transaction. The policy is intended to comply with North Carolina General Statutes § 55A‐8‐31, governing conflicts of interest for directors of nonprofit corporations. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in § 55A‐8‐31, the statute shall control. All capitalized terms are defined in Part 2 of this policy.

1. **Conflict of Interest Defined.** For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

#### Outside Interests.

* + 1. A Contract or Transaction between (Organization Name) and a Responsible Person or Family Member.
		2. A Contract or Transaction between (Organization Name) and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

#### Outside Activities.

* + 1. A Responsible Person competing with (Organization Name) in the rendering of services or in any other Contract or Transaction with a third party.
		2. A Responsible Person’s having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with (Organization Name) in the provision of services or in any other Contract or Transaction with a third party.
	1. **Gifts, Gratuities and Entertainment.** A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:
		1. does or is seeking to do business with, or is a competitor of (Organization Name); or
		2. has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from (Organization Name);
		3. is a charitable organization operating in the United States of America; under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of (Organization Name).

#### Definitions.

A. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.

B. A "Responsible Person" is any person serving as an officer, employee, committee member or member of the Board of Directors of (Organization Name).

C. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

D. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person’s or Family Member’s judgment with respect to transactions to which the entity is a party.

E. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by Organization Name)... The making of a gift to Organization Name). is not a Contract or Transaction.

#### Procedures.

* 1. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who attends the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
	2. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
	3. A person who has a Conflict of Interest shall not participate in or be permitted to hear the Board’s or committee’s discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
	4. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken unless the vote is by secret ballot. Such person’s ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of Organization Name)..has a Conflict of Interest when he or she stands for election as an officer or for re‐ election as a member of the Board of Directors.
	5. Responsible Persons who are not members of the Board of Directors of (Organization Name), or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to the Chair or the Chair’s designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect (Organization Name) participation in such Contract or Transaction.

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

1. **Confidentiality.** Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of (Organization Name). Furthermore, a Responsible Person shall not disclose or use information relating to the business of (Organization Name) for the personal profit or advantage of the Responsible Person or a Family Member.

#### Review of policy.

* 1. Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.
	2. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a (Organization Name), or ownership of a business that might provide goods or services to (Organization Name).

Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

* 1. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

## Conflict of Interest Affirmation of Compliance

Name:

Date:

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in (Organization Name) Policy on Conflicts of Interest) arising.

1.

2.

3.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of (Organization Name) that is currently in effect.

Signature:

Date:

## Board Member Commitment Form

#### I will:

* Attend at least 60% of all Board meetings.
* Review the agenda and supporting materials prior to Board and committee meetings.
* Serve on at least one committee.
* Personally contribute to (Organization Name).
* Assist in raising funds, as agreed upon annually by the Board.
* Remain informed about (Organization Name) mission, services, and policies and promote (Organization Name), as agreed annually by the Board.
* Provide support and advice to the staff but avoid interfering in management activities.
* Suggest nominees and participate in board recruitment.

#### I will act in concert with the following principles:

* As a board member I understand that I have duties of care, loyalty, and obedience to the organization.
* The duty of care is the duty to pay attention to the organization—to monitor its activities, see that its mission is being accomplished, and guard its financial resources.
* The duty of loyalty is the duty to avoid conflicts of interest, and
* The duty of obedience is to carry out the purposes of the organization and to comply with the law.

#### I commit that I will uphold these duties and that I shall do my utmost to ensure that (Organization Name) performs its mission and achieves its goals. As a board member I agree to:

* Act with honesty and integrity
* Support in a positive manner all actions taken by the board of directors even when I am in a minority position on such actions. I recognize that decisions of the board can be made only by a majority vote at a board meeting and respect the majority decisions of the board, while retaining the right to seek changes through ethical and constructive channels.
* Participate in (1) the annual strategic planning retreat, (2) board self‐evaluation programs, and (3) board development workshops, seminars, and other educational events that enhance my skills as a board member.
* Keep confidential information confidential.
* Exercise my authority as a board member only when acting in a meeting with the full board or as I am delegated by the board.
* Work with and respect the opinions of my peers who serve this board and leave my personal prejudices out of all board discussions.
* Always act for the good of the organization and represent the interests of all people served by the organization.
* Represent this organization in a positive and supportive manner at all times.
* Observe the parliamentary procedures and display courteous conduct in all board and committee meetings.
* Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results of the organization.
* Accept my responsibility for providing oversight of the financial condition of the organization.
* Avoid acting in a way that represents a conflict of interest between my position as a board member and my personal or professional life, even if those actions appear to provide a benefit for the organization. This includes using my position for the advantage of my friends and business associates. If such a conflict does arise, I will declare that conflict before the board and refrain from voting on matters in which I have conflict.
* Support all areas of downtown equally without regard to where I own property or conduct business.
* Abide by these board operating procedures.

#### Signature Date

Board Chair

#### Signature Date

Executive Director