

PASAE Policy Manual

2017

PASAE Policy Manual

Reserve Policy

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 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.

Financial Management Policy

Monthly financial statements should be provided to the Executive Committee by the 10th day of the month following the period summarize in the statements.

Financial summaries should be provided to the Executive Committee on a quarterly basis. Summaries should include all transactions posted to the PASAE bank accounts.

PASAE Staff will receive written approval of the Treasurer before writing any checks that exceed \$500. Email will be an acceptable means of written approval.

Provide net financial figures with along with gross figures in Board of Directors reports, where applicable.

A full financial audit will be conducted every third year, with financial reviews in the intervening years.

Policy for Contracts

The only persons authorized to contractually and/or financially obligate PASAE are any two of the following officers: chairman, vice chair, or the treasurer. Motion carried unanimously.

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 full board for action.



Member Participation as vendor to the association

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:

1. 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), he or she must make full disclosure of such interest before any discussion or negotiation of such transaction.
2. 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.
3. 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 his or her 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.
4. 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.
5. 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. Further, the following questions must be considered by the Board of Directors and/or other governing body making such decisions.



Record Retention Policy

To define document retention and destruction requirements.

Section 1. 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 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.

Section 2. 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 proceeding involving PASAE that may have an impact as well on the approved records retention schedule.



Sexual Harassment Policy

PASAE has adopted a zero-tolerance policy toward discrimination and all forms of unlawful harassment, including but not limited to sexual harassment. This zero-tolerance policy means that no form of unlawful discriminatory or harassing conduct by or towards any contractor, member, vendor, or other person in our workplace or jobsites will be tolerated. The Association is committed to enforcing its policy at all levels within the Association. Any officer, director, manager, supervisor, or contractor who engages in prohibited discrimination or harassment will be subject to discipline, up to and including immediate discharge from employment or removal from leadership for a first offense.

Conduct Covered by this Policy:

This policy applies to and prohibits all forms of illegal harassment and discrimination, not only sexual harassment. Accordingly, the Association absolutely prohibits harassment or discrimination based on sex, age, disability, perceived disability, marital status, personal appearance, sexual orientation, race, color, religion, national origin, veteran status or any other legally protected characteristic.

Sexual Harassment:

Because confusion often arises concerning the meaning of sexual harassment in particular, it deserves special mention. Sexual harassment may take many forms, including the following:

- Offensive and unwelcome sexual invitations, whether or not the officer, director, member or contractor submits to the invitation, and particularly when a spoken or implied quid pro quo for sexual favors is a benefit of employment or continued employment;
- Offensive and unwelcome conduct of a sexual nature, including sexually-graphic spoken comments; offensive comments transmitted by e-mail or another messaging system; offensive or suggestive images or graphics whether physically present in the workplace or accessed over the Internet; or the possession of or use of sexually suggestive objects; and
- Offensive and unwelcome physical contact of a sexual nature, including the touching of another's body; the touching or display of one's own body, or any similar contact.

Computer Messaging and Information Systems:

Officers, directors, members or contractors are particularly cautioned that the use of e-mail, voice mail, or other electronic messaging systems, or the Internet, may give rise to liability for harassment. They may not generate, should not receive, and must not forward, any message or graphic that might be taken as offensive based on sex, gender, or other protected characteristic. This includes, for example, the generation or forwarding of offensive "humor" which contains offensive terms.



Guidelines for recommended positions taken by a vote of the Board of Directors in regards to regulatory and legislative 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, 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 with testimony the item as filed.

Conflict of Interest Policy and Procedures

I. PURPOSE OF POLICY

The purpose of this conflict of interest policy is to protect the "PASAE" interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, contractor or volunteer of PASAE. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest governing nonprofits and charitable corporations.

II. 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 PASAE. The definition of interested party is defined below. In addition, there are a variety of situations that raise conflict of interest concerns including, but not limited to, the financial and other interests situations presented below.



Interested Parties

Interested Parties shall include the following:

- All members of the Board of Directors of PASAE
- Officers of PASAE
- Members of any PASAE committee with Board-delegated powers
- Any contractor of PASAE
- Volunteers if the volunteer has been granted significant independent decision-making authority with respect to financial or other resources of PASAE
- Affiliates of any of the above
- Members of the family of any of the above
- Any other person who is a "disqualified person" with respect to PASAE as defined in Section 4958(f)(1) of the Internal Revenue Code of 1986, as amended ("Code") (generally includes persons who exercise substantial influence over PASAE, members of their family and 35% controlled entities)

A person shall be deemed to be an "affiliate", and therefore covered by this policy if the person:

- Serves as a member of the governing body of the interested party;
- Serves as an officer or employee of the interested party;
- Has a material economic relationship with such interested party; or
- If the person's spouse, parent, sibling, child or member of the immediate household, holds such a position or has such a relationship.

For purposes of this policy, the members of the family shall include the spouse, ancestors, children, grandchildren, great grandchildren, and the spouses of children, grandchildren and great grandchildren, and brothers and sisters and their spouses (determined in accordance with Code Section 4958(f)(4)).

Financial Interests - A conflict may exist where an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by PASAE.

Examples include situations where:

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



Other Interests - A conflict may also exist where an interested party or their affiliate, obtains a non-financial benefit or advantage that he or she would not have obtained absent his or her relationship with PASAE, or where his/her duty or responsibility owed to PASAE conflicts with a duty or responsibility owed to some other organization. Examples include where:

- An interested party seeks to obtain preferential treatment by PASAE for himself or herself, or for an affiliate;
- An interested party seeks to make use of confidential information obtained from PASAE for his or her own benefit, or for the benefit of an affiliate;
- An interested party seeks to take advantage of an opportunity, or enable an affiliate to take advantage of an opportunity, which he or she has reason to believe would be of interest to PASAE;

A financial or other interest is not necessarily a conflict of interest. Under this policy, a person who has a financial or other interest may have a conflict of interest only if the Board of Directors or Board-delegated committee decides that a conflict of interest exists.

III. 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 complete a questionnaire, in the form attached hereto as Appendix A, to fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon his or her association with PASAE and shall be updated annually thereafter. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

For board members, the disclosure statements shall be provided to the President of the Board, or in the case of the President's disclosure statement shall be provided to the Secretary of the Board. Copies shall also be provided to the Executive Director of PASAE.

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

The Secretary of the Board of Directors shall file copies of all disclosure statements with the official corporate records of PASAE.



IV. GENERAL PROCEDURES FOR THE REVIEW OF ACTUAL OR POTENTIAL CONFLICTS

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 in Section V, below, with respect to a specific proposed action or transaction.

Where the actual or potential conflict involves a contractor of PASAE 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 PASAE. The Executive Director shall report to the President the results of any review and the action taken. The President, in consultation with the Executive Committee, shall determine if any further Board review or action is required.

V. 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 PASAE. 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 corporation shall not participate in any way in, or be present during, the deliberations and decision making of PASAE 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 board shall first determine whether an actual conflict of interest exists between PASAE and the interested party. If there is no conflict of interest, this policy need not be applied any further in the consideration of the proposed action or transaction.
- If a conflict of interest is determined to exist, the board shall consider whether the terms of the proposed transaction are fair and reasonable to PASAE 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. In determining whether a more advantageous transaction or arrangement is available with a non-interested party, the Board is not required to take extraordinary steps, but is permitted to undertake such an investigation into an alternative as is reasonable due diligence under the facts and circumstances.
- The disinterested members of the board of directors may approve the proposed action or transaction with an interested party upon finding that it is in the best interests of the corporation.



- Approval by the disinterested members of the board of 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 neither 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.

VI. 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/or corrective action.



PASAE
500 N. 12th Street, Lemoyne PA 17043

CONFLICT OF INTEREST POLICY
ANNUAL AFFIRMATION OF COMPLIANCE AND DISCLOSURE STATEMENT

I have received and carefully read the Conflict of Interest Policy for board members, officers, staff and certain 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 charitable 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, below, 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 family member or affiliate 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 President of the Board of Directors of PASAE or to the Executive Director, as applicable.

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.

Name (Please print)

Signature

Date

Officer Job Descriptions

PASAE Chair

The 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 chair will have a voting seat on the PASAE Foundation Board of Directors.

Vice-Chair

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

Treasurer

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

Immediate Past Chair

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



Committee Chair Job Description

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

CAPABILITES/SKILLS PREFERRED FOR THE POSITION

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

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.

DUTIES AND RESPONSIBILITIES

1. Schedules and conducts meetings of the committee.
2. Works with staff on an ongoing basis to administer awards.
3. Monitors the budget.
4. Coordinates call for Award nominations.
5. Selects award winners.
6. Selects plaques, certificates and awards as appropriate.
7. Works on award presentation scripts and presentation slides.
8. Assists in developing budget for the next year's awards.



Committee Chair Job Description

Chair: **Educational Summit and Expo**

Responsible to: Board of Directors

Supervises: Committee Members

CAPABILITES/SKILLS PREFERRED FOR THE POSITION

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

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.

DUTIES AND RESPONSIBILITIES

1. Schedules and conducts meetings of the committee.
2. Works with staff on an ongoing basis to plan and execute the Educational Summit and Expo.
3. Monitors the budget.
4. Appoints subcommittees to accomplish the work of the committee and Expo/Events/Program/Format.
5. Assists staff with onsite trouble shooting at the Expo.
6. Evaluates and recommends future sites, registration & exhibitor fees.
7. Evaluates hotel service and Expo objectives to aid in future planning.
8. Assists in developing budget for the next Expo.



Committee Chair Job Description

Chair: **Membership Committee**

Responsible to: Board of Directors

Supervises: Committee Members

CAPABILITES/SKILLS PREFERRED FOR THE POSITION

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

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.

DUTIES AND RESPONSIBILITIES

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



Committee Chair Job Description

Chair: **Professional Development Committee**

Responsible to: Board of Directors

Supervises: Committee Members

CAPABILITES/SKILLS PREFERRED FOR THE POSITION

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

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.

DUTIES AND RESPONSIBILITIES

1. Schedules and conducts meetings of the committee.
2. Develops organizational and programmatic process that effectively addresses membership's educational needs
3. Coordinates monthly seminar programming with staff.
4. Delegates and reinforces committee responsibilities to develop program objectives, contact speakers and facilitate session.
5. Ensures equitable pricing for all educational programs.
6. Works with individuals and firms wanting to offer programs.
7. Offers input on marketing strategies for seminars and other educational programs..
8. Monitors existing budget.
9. Works with staff to present budget to Finance Committee and Board for next year.



Committee Chair Job Description

Chair: **NET Conference**
Responsible to: Board of Directors
Supervises: Committee Members

CAPABILITES/SKILLS PREFERRED FOR THE POSITION

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

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.

DUTIES AND RESPONSIBILITIES

1. Schedules and conducts meetings of the committee.
2. Works with staff on an ongoing basis to plan and execute the Summer Outing
3. Monitors the budget
4. Appoints subcommittees to accomplish the work of the committee and Events/Program/Format.
5. Assists staff with onsite trouble shooting at the Summer Outing
6. Evaluates and recommends future sites, registration & exhibitor fees.
7. Evaluates location and Summer Outing objectives to aid in future planning.
8. Assists in developing budget for the next Summer Outing.



Committee Chair Job Description

Chair: **Foundation Event**
Responsible to: PASAE Foundation Board of Directors
Supervises: Committee Members

CAPABILITES/SKILLS PREFERRED FOR THE POSITION

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

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.

DUTIES AND RESPONSIBILITIES

1. Schedules and conducts meetings of the committee.
2. It works with staff on an ongoing basis to plan and execute the Foundation Event
3. Monitors the budget
4. Appoints subcommittees to accomplish the work of the committee and Events/Program/Format.
5. Assists staff with onsite trouble shooting at the Foundation Event
6. Evaluates and recommends future sites, registration & exhibitor fees.
7. Evaluates location and Foundation Event objectives to aid in future planning.
8. Assists in developing budget for the next Foundation Event.



Committee Descriptions

Educational Summit and Expo

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

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.

Professional Development Committee

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

NET Conference Committee

The Summer Outing Committee plans the event and sets goals for successful attendance and financial outcomes.

Foundation Event Committee

This committee reports directly to the Foundation Board. It helps plan the yearly Foundation Fundraiser Event to include format, budget, prize solicitation and theme. It works to encourage attendance at the event.



Committee Procedures – Quorum

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.

PASAE Board 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.

PASAE Membership Meeting Schedule

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

Social Media Policy for Representatives of the Association

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.

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

1. 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.
2. Be responsible and honest at all times.
3. Be credible, accurate, fair, and thorough.
4. Post meaningful, respectful comments. In other words, no spam and no remarks that are off-topic or offensive.
5. Respect proprietary information and confidentiality of our members and of our internal operations.



6. When disagreeing with others' opinions, be objective and respectful.
7. Always remember that your online comments are permanently available to all, and may be republished in other media. **Your account is never truly private.**
8. Stay within the legal framework and be aware that anti-trust, libel, copyright and data protection laws apply. Don't plagiarize.
9. 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 Chair. In other words, "If in doubt, leave it out."
10. Even in your private communications, don't forget your alliance with PARSAE. You are a representative of PASAE.

No expectation of privacy. All contents 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.



General Travel and Expense Reimbursement Policy

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.

Antitrust Compliance Policy

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 and 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 and 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.
- Tell everyone why you are leaving.



Whistleblower Policy

I. General

The organization expects its directors, officers, and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the PASAE, we are obligated to practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

II. Reporting Responsibility

It is the responsibility of all directors and officers to report “Wrongful Conduct” in accordance with this Whistleblower Policy.

III. Wrongful Conduct

“Wrongful Conduct” is defined in this Whistleblower Policy to include: a serious violation of the PASAE policy; a violation of applicable state and federal law; or the use of PASAE property, resources, or authority for personal gain or other non organization-related purpose except as provided under the PASAE policy. This definition of Wrongful Conduct is not intended to be an exclusive listing of the illegal or improper activity encompassed by the Whistleblower Policy. Rather, the Whistleblower Policy is intended to serve as a means of reporting all serious improprieties that potentially impact the integrity and effective operation of the association.

IV. No Retaliation

No director or officer who in good faith reports Wrongful Conduct will suffer harassment, retaliation or adverse employment consequence. Any director, officer, or representative who retaliates against anyone who has reported Wrongful Conduct in good faith is subject to discipline up to and including termination of employment or removal from the board or directors, as applicable. This Whistleblower Policy is intended to encourage and enable individuals to raise serious concerns within the PASAE prior to seeking resolution outside the PASAE.

V. Reporting Wrongful Conduct

The organization encourages its directors, officers, and staff member to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Any director, officer or representative may report Wrongful Conduct to the Chair. If the Wrongful Conduct implicates the Chair, or if the reporting individual is not comfortable speaking with or not satisfied with response of the foregoing individuals, the issue may be reported to any member of the board of directors.



Press Policy

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 Coordinator of Services. The official spokesperson for the organization is the Chair.

