**Dayton Area Chamber of Commerce**

**Committee Handbook**

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***ROLES AND RESPONSIBILITIES***

**Board Members**

The Board of Directors, the governing body of the Chamber, determines the policies and procedures of the organization and assures that sufficient financing resources are available to carry out those policies. The position of a Board Member is not an honorary one. Board Members are expected to contribute to and participate in Board and Chamber activities. In addition to participating in Board meetings, Board Members should agree to accept additional specific tasks. Potential areas of service include:

- Serving on a committee or task force.

- Recruitment of new members.

- Working on member retention through personal contacts.

- Contacting legislators and/or congressmen

**Committee Chairs**

The committee Chairs are the enthusiastic leaders of the Chamber’s committees. Committee Chairs work together with Chamber staff to develop an agenda for each meeting and facilitate team interaction during each session.

**Committee members**

A committee serves as the clearinghouse for all suggestions which are referred to it by the officers and the Board of Trustees, members and other concerning priorities which are or should be receiving active attention of the Chamber. Committees are action oriented.

**Staff Members**

Work with committee Chair to develop goals and objectives for programs and projects with a timeline. They oversee the actions of the committee and make sure that all the Chamber policies and procedures are being followed. Staff members take minutes and notes from meetings; maintain committee budgets and financial records.

***EXPECTATIONS***

* Volunteer time should be used wisely, not wasted on tasks which could be more efficiently handled by staff
* Volunteers should provide input or direction on options and recommendations from staff with the necessary background or research provided
* Staff should provide direction of the volunteers based on professional judgment, and Chamber policies and procedures

***FUNCTION***

A committee member’s basic function is to regularly attend meetings of the committee and work toward the fulfillment of the committee’s objectives.

Specific responsibilities include:

* Attend committee meetings
* Carry out individual assignments made by the committee chair
* Participate in committee discussions and decisions
* Review all material prior to meetings
* Attend appropriate chamber functions and events

**NOTE:** By accepting a volunteer position, the volunteer is automatically placed on the Chamber’s e-mail distribution list. The purpose of this is for the volunteer to be able to keep up to date on Chamber activities to assist him/her with his/her volunteer services to the Chamber.

***FREQUENTLY ASKED QUESTIONS ABOUT COMMITTEE INVOLVEMENT***

• Does a member of the committee have to be a member of the Chamber?

Yes, only members of the Dayton Area Chamber of Commerce can serve on committees.

At times it may be appropriate to bring a guest as a reference or speaker. However, they are not added to committee rosters or become a regular part of the meeting.

• Does the staff or the Chairperson prepare the agenda?

Staff members prepare the agenda under the guidance of the committee Chair.

• Who sends out the meeting notices?

Staff members send out the meeting notices prior to the committee meeting.

• Is it necessary for staff to be at all committee meetings?

Unless for unforeseen reasons (i.e. conflicting schedule with other Chamber event with higher priority ...), a staff representative shall attend any official meeting regarding a Chamber project or event.

• Is there an attendance policy for committee members?

Any committee member who consistently misses meetings will receive a personal call from

the committee Chair. The committee Chair will find out why if the committee member has not

been in attendance and ask if they want to continue to be part of the committee. Staff will keep the chairperson informed of any attendance issues.

• How long should a meeting last?

Most meetings, unless otherwise noted, should be completed within one hour.

• Can non-members be solicited for sponsorships or vendors for events?

It is the policy of the Chamber to only solicit members for events and activities. If something is donated from a non-member they will not receive any promotion for the item. It is Chamber policy to do business with Chamber members only, if possible.

• How does the committee work with the budget?

Typically the staff member puts together a draft budget for the committee/program to be submitted to the Audit & Finance committee. Proposed expenditures must be coordinated with the Chamber staff. Programs and events are expected to be financially self-sustaining and generate revenues in excess of expenses.

* Who develops press releases and other marketing for the event/program?

Staff members coordinate marketing material including press releases for committee-related programs and events. They also coordinate responses to the media.

• How can we use the newsletter/website to promote our program/project?

Committee members can submit an article or information to the Chamber’s marketing department through their staff liaison. Articles will be first reviewed by Chamber staff for approval. Information on the website can be posted at any time. However, it must be submitted to staff for final approval.

• Who speaks to the media?

The Chair of the Board and the Chamber President are the spokespersons for the

organization. At times a staff person may refer a media call to Chamber volunteers. Chamber volunteers will be briefed first before talking to the media.

**Dayton Area Chamber of Commerce** Effective Date: 9/04

 Reviewed 1/10

**POLICIES AND PRACTICES MANUAL**

 Approved By: BoD 9/04,PLP1/10

SECTION: ADM ADMINISTRATION

SUBJECT: 104 OTHER VOLUNTEERS

I. POLICY

It is in the best interest of the Chamber and its members that its volunteers are representative of the overall membership of the Chamber and that the vision, mission, and plans of the Chamber be applied consistently over time, even as volunteers change.

II. PRACTICES

1. Eligibility – except as otherwise noted, a volunteer for the Dayton Area Chamber of Commerce must be affiliated with a Chamber member in good standing.
	1. In the case of separate membership areas, i.e. safety council, Leadership Dayton, the volunteer must be a member in good standing of the particular membership base he/she represents. However, committee Chairs must be affiliated Chamber members in good standing.
	2. If a volunteer leaves a Chamber member organization, he/she can remain a volunteer for up to 60 days until a new affiliation is established.
2. Term of service – except as otherwise noted, volunteer committee Chairs shall serve a two-year term.
	1. In rare instances, the Chair may ask an Oversight Committee Chair to serve an additional one-year extension.
	2. Boards of Trustee terms are outlined separately under ADM 103.
	3. A committee Chair (excluding oversight chairs) may serve no more than two consecutive terms.
3. Oversight Committee Chairs must be members of the Chamber’s Board of Trustees as outlined in ADM 103.
4. It is preferable that there is only one volunteer per member organization per committee. In those rare instances where more than one volunteer participates, one member organization can make up no more than 15% of the composition of any one committee.
5. Except for officers, no volunteer has the authority to commit the Chamber financially or contractually. The policy on official signatures on commitments is found in ADM 203.

6. An orientation will be given to new volunteers yearly when joining a committee by that committee’s staff liaison.

**Dayton Area Chamber of Commerce** Effective Date: July 26, 1995

Review Date: 8/04

Revision Date: 1/1/2010

**POLICIES AND PRACTICE MANUAL**

**SECTION:** ADM Approved By: BoD 7/26/95,PLP04, Exec 12/09

**SUBJECT**: 111 Conflict of Interest

**I. Purpose**

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization’s (DACC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**II. Definitions**

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board–delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family

a. An ownership or investment interest in any entity with which the Chamber has a transaction or arrangement,

1. A compensation arrangement with the Chamber or with any entity or individual with which the Chamber has a transaction or arrangement, or
2. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chamber is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**III. Procedures**

1. **Duty To Disclose**

 In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of either the Executive Committee or Board of Trustees considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the Executive Committee, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

1. The chair of the Board of Trustees shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
2. After exercising due diligence, the Executive Committee shall determine whether the Chamber can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chamber’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**4. Violations of the Conflicts-of-Interest Policy**

a. If the Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

1. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**IV. Record of Proceedings.**

The minutes of the Executive Committee shall contain

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee’s decision as to whether a conflict of interest in fact existed

1. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

**V. Compensation**

a A voting member of the Board of Trustees who receives compensation, directly or indirectly, from the Chamber for services is precluded from voting on matters pertaining to that member’s compensation.

1. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chamber for services is precluded from voting on matters pertaining to that member’s compensation.
2. No voting member of the Board of Trustees or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chamber, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**VI. Annual Disclosure**

Each director, principal officer, and member of a committee with governing board–delegated powers shall annually sign a statement that affirms such person

a. Has received a copy of the conflict-of-interest policy,

1. Has read and understands the policy,
2. Has agreed to comply with the policy, and
3. Understands the Chamber is not for profit and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

**VII. Periodic Review**

To ensure the Chamber operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s-length bargaining

1. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Chamber’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurnment, impermissible private benefit, or in an excess benefit transaction

**VIII. Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Chamber may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Dayton Area Chamber of Commerce

Conflict of Interest Policy Questionnaire

For Trustees, Officers and Employees

I have read and understand the Dayton Area Chamber of Commerce’s policy on conflict of interest. As part of the Dayton Area Chamber of Commerce, I understand that this policy on conflict of interest applies to me.

I understand that I am expected to conduct business in accordance with the letter, spirit, and intent of all relevant conflict-of-interest laws and the conflict-of-interest policy and to refrain from any illegal, dishonest, or unethical conduct. I understand that if a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with the Executive Committee and/or with the chair or his or her designee for advice and consultation. Furthermore, I understand that this document can be amended at any time.

In compliance with the Chamber’s conflict-of-interest policy, the positions that I hold within the community are as follows:

Business and professional activities in which I hold as an owner, officer, board member, partner, employee, or other beneficiary position as of \_\_\_\_\_\_\_\_\_\_\_(date):

Name of Business/Organization Position Held/By Whom

Other not-for-profit organizations with which I am associated and which might reasonably expect to do business with the Chamber:

Name of Organization Position Held/By Whom

Have you or any of your affiliated persons provided services or property to the Chamber in the past year? ( ) Yes ( ) No

If yes, please describe the nature of the services or property:

Have you or any of your affiliated persons purchased services or property from the Chamber in the past year? ( ) Yes ( ) No

If yes, please describe the purchased services or property:

Please indicate whether you or any of your affiliated persons had, have, or will have any direct or indirect interest in any business transaction(s) in the past year to which the Chamber was or is a party. ( ) Yes ( ) No

If yes, describe the transaction(s):

Were you or any of your affiliated persons indebted to pay money to the Chamber at any time in the past year (other than travel advances or the like)? ( ) Yes ( ) No

If yes, please describe the indebtedness:

In the past year, did you or any of your affiliated persons receive, or were entitled to receive, directly or indirectly, any benefits from, or as a result of your relationship with the Chamber that in the aggregate could be valued in excess of $1,000 that were not or will not be compensation directly related to your duties to the Chamber? ( ) Yes ( ) No

If yes, please describe the benefit:

Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving the Chamber? ( ) Yes ( ) No

If yes, please describe the proceeding(s):

Are you aware of any other events, transactions, arrangements, or other situations that you believe should be examined by the Chamber’s executive committee in accordance with the terms and intent of Chamber’s conflict-of-interest policy? ( ) Yes ( ) No

If yes, please describe the situation(s):

I HEREBY CONFIRM that I have read and understand the Chamber’s Conflict-of-Interest Policy and that my responses to the above questions are complete and correct to the best of my knowledge and belief.

 NAME:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 DATE: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

SIGNATURE:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Capacity:

 ( ) Board of Trustees ( ) executive committee ( ) officer ( ) committee member ( ) staff ( ) other, specify: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_