

# **HISTORIC RICHMOND ASSOCIATION**

## **Policies and Procedures**

### **Introduction**

These Policies and Procedures are intended not only as an interpretive supplement to the Bylaws but to detail operational procedures which guide, explain and direct the day-to-day Association operations involving the Board of Directors and the membership.

These policies and procedures may be amended at any time by a majority vote of the Board of Directors.

*Adopted: 10/13/2020*

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### Article I – Definitions

The following definitions are to provide clarification to the Historic Richmond Association Bylaws and Policy and Procedures.

1. **Compensation:** Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.
2. **Document:** The term “document” refers to both paper and electronic documents.
3. **Financial Interest:**
  - a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - b. An ownership or investment interest in any entity with which the Association has a transaction or arrangement.
  - c. A compensation arrangement with any entity or individual with which the Association has a transaction or arrangement, or
  - d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
  - e. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict only if the Board of Directors decides that a conflict of interest exists.
4. **Interested person:** Any officer or member of a committee with delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
5. **Media:** Media is defined as advertising and communication tools to provide communication, information or entertainment to others through print, broadcast or social means. Print media is defined as newspapers, newsletters, postcards, flyers, billboard, banners posters, etc. Broadcast media is described as film, television, radio, blogs or posts, etc. Social media is described as platforms such as Twitter, Facebook, Instagram or such other platforms which use electronic equipment, computer, smartphone, or other such devices, as a means to reach out and communicate with one or more persons.
6. **Member:** Member means a person that is in good standing and participates in programs and activities of the Association.
7. **Relative:** Relative means a person’s spouse or domestic partner, ancestors, brothers and sisters (whether whole or half- blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

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### Article II – Purpose

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### Article III – Membership

#### 1. Membership Application Process

- a. Membership in the Association should be based on the applicant’s interest to support Historic Richmond’s businesses and the Richmond community through preservation, community improvement and the promotion of our city through educational, civic, and cultural events and programs. Prospective applicants should live or work in Richmond or the Richmond ETJ or have ownership in buildings, structures or property in the Historic Richmond area. Applicant’s personal and/ or professional experiences and community service history should also be considered.
- b. A prospect member of the Association shall complete an informational application indicating their interest in becoming a member of the Association. (Appendix A) The application should be submitted to the Secretary.
- c. The application will be reviewed by the Board at the next scheduled meeting of the Board and will consider recommendation of approval or unanimous rejection of the prospective applicant.

#### 2. Dues of the Association are \$25 annually, and shall become due on the 1st of January of each year.

- a. Any member joining after the 15<sup>th</sup> day of each month will have dues prorated for each full month remaining in the year.
- b. Assessment and Notice of Dues: Thirty (30) days prior to the expiration of a member’s dues, or the date the member is approved for membership, a notice (invoice) will be provided to each member indicating the dues amount, dues coverage date and when dues would become delinquent. Member’s will receive two reminder notices, first within 30 days since the due date and the second and final notice 60 days after the due date, after which the Board shall be advised the member is delinquent.

#### 3. Rescinding of Membership

Occasionally, Membership will be rescinded by the Association based on:

- a. Non-Payment of Dues: Any member who has not paid their dues before 90 days after the due date of the member’s dues, shall no longer be considered a member “in good standing” and will be removed as an active member.
- b. For Cause
  - i. Any member who demonstrates behavior which is contrary to purpose of the Association, displays unprofessional and disruptive actions towards members, sponsors, vendors, event attendees or others in the community; demonstrates

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or performs dishonest, fraudulent or illegal actions, fails to follow Association protocol, policies and other team decorum of the Association or other actions which adversely impacts the reputation and purpose of the Association, its Board or its members shall be deemed as actions to rescind a member's membership in the Association.

- ii. Any member of the Association may file a complaint with the Board reporting behaviors and actions of another member or members which they feel to be subject for a "For Cause" action described in this section.
  - iii. Board shall review all "For Cause" actions and after due consideration of all the information available and received make a determination to rescind membership or other appropriate action as determined by the Board, in an expeditious and timely manner. The full Board must reach a unanimous decision to determine a For Cause action.
- c. A former member, whose membership was rescinded, shall be subject to the Membership Application Process above. Former members processed under the "For Cause" section shall not be eligible for membership for at least five (5) years since their membership was rescinded. The date of recantation of membership should be marked on the membership roster to track when the five-year period expires.

### Article IV – Meetings of the Association

1. **General meetings** of the Board and members will be held on the 3rd Wednesday of every month unless otherwise communicated to members.
  - a. Topics of the General meetings include a Financial report, review of planned events and general operating and administrative activities of the association.
  - b. The Board will determine the official "Business Meeting" of the association, where the state of the association is communicated to members, officers are elected and/or installed and other key business issues addressed. The association will have at least one official "Business Meeting" annually, but may have more based on the Board's determination.
  - c. The Board shall provide each member a yearly calendar showing all known meetings and event dates as of January of every year.
2. **Board meetings** are held a minimum of four times per year at the call of the President. The Board consists of the President, First Vice President, Second Vice President, Secretary and Treasurer. Topics of the Board meetings include financial report, operation and administrative issues, discussion of current and future events and activities of the Association.
3. **Special Meetings** shall be held at the call of the President, any member of the Board or by 3 or more members in good standing.

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- a. The purpose of the meeting will be stated in the call and no other business shall be considered at the special meeting except that which was stated in the call of the meeting.
- b. Topics of Special meetings may include issues related to the Officer Elections, Bylaws, Policy and Procedural issues and other topics of specific nature involving important issues for the association.

#### 4. Meeting Agendas

- a. All meetings (General, Board, Special and Committee meetings) will have agendas which will be developed and provided to the attendees of the meeting
- b. The President or Committee Chairs will determine what items will be on the agenda. Agenda requests will be submitted to the President or Committee Chairs no later than five (5) business day prior to the meeting.

5. **Notice of Meetings:** The Secretary will provide notice of meeting dates, time, and location in written or electronic form to appropriate attendees at least five (5) business days prior to the meeting and the meeting agenda.

6. **Minutes of Meetings** shall be recorded for all meetings of the Association (General, Board, Special and committee). See Appendix C for sample. Approved Minutes of Meetings shall be provided to the Secretary for retention in the Association's records.

#### 7. Telephone conference, Electronic, or other remote communication technology

- a. The Association may use various forms of electronic communication to conduct meetings via meeting conferencing services, such as Zoom Meeting, Microsoft Team, Facebook, Google Team or other providers.
- b. Any officer or event committee chair desiring to conduct a video or virtual meeting should contact the Secretary to arrange for the meeting. The officer or committee chair should provide the following meeting details at least two (2) days or forty-eight (48) hours prior to the meeting: date, time, list of participants and agenda.
- c. Any fee for video or virtual conferencing will be charged to the financial account of the Operations or Event Committee budget.

### Article V – Nominations and Election of Officers

#### 1. Electing Officers

- a. Officers shall be elected from the members who are in good standing at the time of the vote.
- b. Nominations are due at the September meeting.
- c. Election of Officers will be at the October meeting
- d. Elected officers will assume office at the next January meeting.

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- e. Board members will be elected for two (2) year terms, except for the Secretary position, which will be annually, as described below:
    - i. President – on even numbered years
    - ii. First Vice President – on odd numbered years
    - iii. Second Vice President – on even numbered years
    - iv. Treasurer – on odd numbered years
    - v. Secretary – each year
- The purpose of the staggered terms is to provide continuity of leadership and knowledge of the Association’s programs, events and processes.

### 2. Vacancy on the Board

- a. A vacancy on the Board may occur for various reasons – illness, death, resignation, termination or ceasing to be a member.
- b. The President shall appoint, with consent of the Board, a member in “good standing” to fill the office until the next regular October election.

### 3. Requirements for Board position(s)

- a. President Position: Any member applying for President of the Board
  - i. Must be a member of the Association for no less than six months,
  - ii. Must be a member in good standing by October 1<sup>st</sup>, and
  - iii. Actively participated in at least one major Association event (see Standing Committee Events)
- b. Vice President, Treasurer or Secretary Position: Any person applying for a Vice President, Treasurer or Secretary position on the Board, must be a member in good standing by October 1<sup>st</sup>.
- c. It is suggested, but not required, that each member interested in applying for an officer position should submit, to the Secretary no later than September 30<sup>th</sup>, a brief statement of their experience and qualifications they possess pertaining to the office they seek. Such statements may include personal and professional biographical information which provides examples of experiences and levels of responsibility and leadership appropriate for the Board position of interest. A communication will be sent to members informing them of the Officer positions that are open, and a list of the candidates running for the positions and their qualifications.

### 4. Nomination of Officers Process

- a. The nomination process should begin with a notification from the Secretary to members that nominations for officers for the upcoming year will be taken at the September General meeting.
  - i. Secretary will inform members of
    - (a) the board positions to be elected at the next election,
    - (b) the requirements for the positions and
    - (c) nominations will be accepted at the September meeting

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- (d) The manner in which nominations will be accepted are:
    - (1) Self-Nomination by a member,
    - (2) By a member nominating another member
  - (e) Date of the election will be at the October meeting
  - ii. Process for Nomination on Day of Nominations
    - (a) President will open the process for nominations at the September meeting by requesting nominations from the floor.
    - (b) Nominee's will confirm their interest and if the member meets the requirements of the position, the member will be accepted as a candidate for the declared officer position.
    - (c) Secretary will record in the minutes of meeting the nominee's accepted to be candidates for each position for the upcoming year.
  - iii. The Secretary will advise members of the "candidates" for election, their names, and statements of qualifications by October 1<sup>st</sup>.
- b. If at the conclusion of September meeting, not all positions have at least one candidate or be without a candidate,
- i. The President, or the officer presiding at the October Meeting, and before the elections of officers, will accept nominations to fill the vacant position(s).
  - ii. If no nominees are accepted and the position(s) remains vacant after the vote of members, the President with the consent of the Board, shall appoint a member which meets the requirements of the position to hold such position until the next election of officers. (See Article V, Section 2 – Vacancy on the Board)

### 5. Election Voting Process

- a. Bylaws sections Article V – Nominations and Elections, Sections 4 and 6 are described in this Section, while voting by Proxy is found in Section 5 of this Policies and Procedures.
- b. All elections shall be by blind vote (or secret ballots) via printed ballots.
- c. Ballots will be printed three (3) days before the vote, in October of each year.
- d. Nominations are detailed in Section 4 of this article.
- e. Voting
  - a. To be eligible to vote and have the vote counted, members must be in good standing, with dues current prior to the start of the meeting on the day of the vote.
  - b. At the voting meeting the Secretary will validate each member's good standing prior to voting in person or by proxy (See Appendix B).
  - c. Quorum will be established prior to voting (Article VII – Quorum), all issues to be voted on shall be decided by simple majority of those members present on the day of the vote. Proxy vote will be counted as being present when validated by the Secretary.
  - d. Eligible members present to vote will receive ballots on which to make their elections.
  - e. The President will appoint 2 non-partisan members ("tellers"), not running for office, to count the vote.
  - f. Voting is limited to one vote per qualified member.



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- g. Completed ballots, including validated proxy votes, will be provided to the tellers for counting and reporting the results.
- h. Secretary will record the votes in the minutes of meeting.

### 6. Voting by Proxy

- a. Under the Bylaws of the Association, Article V, Nominations and Elections, Sections 4 -5, Voting by Proxy will be accepted in writing, signed and given to the Secretary prior to the vote.
- b. Members will be able to use a proxy to vote for Officer Elections, revisions to the Articles of Incorporation or the Association Bylaws, or other important matters as determined by the Board. See Appendix B for a sample of the Proxy form.
- c. The member is responsible to complete and deliver their proxy to the Secretary prior to the vote as described in the Proxy document. Forms may be delivered to the Secretary in person, by regular U.S. mail or other acceptable electronic means, such as: email, fax or photo via text messaging. The member is responsible to assure the Secretary is able to receive the proxy in the manner chosen by the member.
- d. Proxy votes will only be accepted if the signature of the voting member is visible on the proxy form. No proxy voting form will be accepted after the meeting has commenced
- e. Signed proxy voting forms must be in the Secretary's possession no less than three (3) hours prior to the start of the meeting on the day of the vote.
- f. Any proxy voting form received by the Secretary without the signature of the voting member visible will not be counted as a valid vote.

## Article VI – Officers and Board

### 1. Officers of the Board – Terms and Schedule

- a. Elected officers of the Board and their terms:
  - i. President – on even numbered years
  - ii. First Vice President – on odd numbered years
  - iii. Second Vice President – on even numbered years
  - iv. Treasurer – on odd numbered years
  - v. Secretary – each year
- b. Officers are elected at the October Meeting
- c. The Officers terms will be based on the year they are to serve.
- d. If a member holds more than one office in the organization, they will only have one vote.

### 2. Duties of Officers

- a. **President:**

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- i. The President is the principal executive officer of the Association and is responsible to provide general direction, supervision and control all business and affairs of the Association.
  - (a) The President develops and advocates plans, objectives, goals which sets the tone of the Association.
  - (b) The President oversees the functions of the Association to monitor the progress of events and provides counsel and guidance to others, board, committee chairs and members, through clarity of purpose, rules and precedents of the Association.
  - (c) The President assures that the business and affairs of the Association comply with local, State and Federal laws, ordinances, and requirements and maintains professional working relations with the City, local merchants, sponsors, donors, other community organizations and the general public.
- ii. The President sets the agendas and presides at all meetings of the members and the Board of Directors.
  - (a) The President will preside at all meetings of the Association, Board, General and Special Meetings, and will conduct such meetings in an organized and procedural manner utilizing the principal concepts of Robert's Rules of Order, current revised addition, as a guide.
  - (b) The President is responsible to maintain the decorum of the meeting and to assure the meeting agenda items are discussed and resolved in the manner as determined by the authority of the meeting's voting members. (This means Board members at Board meetings, and Members at General and Special meetings.)
  - (c) The President may obtain guidance on procedural or rules of order questions from the Parliamentarian, should one be appointed and functioning at the meeting. Upon, guidance from the Parliamentarian, the President retains the final decision of the question.
  - (d) As the principal officer of the association, the President sets the agendas of the Board, General and Special meetings of the Association.
    - (1) Board members, Committee Chairs or Members may submit agenda topics and advocate with the President for their inclusion on a meeting agenda; however, it is the President's responsibility to determine if the topic will be placed on the agenda for action.
      - (I) Action topic agenda items usually require a decision at the meeting which binds the Association, approves budgets or expenditures, addresses a policy, procedure or Bylaws change, determines an important direction for the future of the Association, or other major and important decisions of the Association.
      - (II) Informational topic agenda items are topics of importance to be shared, but do not take a financial, legal or binding action. These items may be updates on events, programs or others issues of the Association and may be subject to future action by the Association. These Information items

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- may be addressed in non-binding or Old or New business Agenda categories.
- (2) When agendas are set by the President, the Secretary will communicate and / or distribute the agenda to the appropriate parties of the meeting.
- (e) If necessary, the President will provide any tie-breaking vote.
- iii. The President, in conjunction with the Board, shall appoint chairs of all standing and special committees. The President shall serve as an ex-officio member of all committees.
- (a) The President, in conjunction with the Board, will appoint an Event Committee Chair for the Association's standing committees. See Policy and Procedures Article VII – Committees, Section 1. The appointment should occur no later than six (6) months prior to the event date.
- (b) In the President role as the Association's principal officer, the President will be an ex-officio member of all committees.
- (1) The President's role will be to guide, provide opinion, inform, and support the committee chair and members as they plan and execute the event.
- (2) The President will also be the link between the Committee and the Board.
- (3) The President's role is a delicate one. The President should not lead the meeting nor inhibit its productivity. Instead, the President should provide support to the Chair through information, knowledge.
- iv. The President will sign all contracts and agreements. In the President's absence, the First Vice President will sign.
- (a) The President is the elected official of the Association to sign legal documents on behalf of the Association. Typically, these are binding documents of significant financial amounts, documents of highly important significance or commitment which have received Board and member approval prior to signing.
- (b) Contracts or agreements for event purchases or commitments are subject to pre-budget approvals and be authorized and/ or committed on behalf of the Association by the President, Committee Event Chair, Treasurer or other duly designated officer or member as approved by the Board and noted in the minutes of meetings.
- (c) Should the President be unable to sign, the First Vice President is duly authorized to sign contracts and agreements under the role of the First Vice President. The President will advise the Board in written form when he/she is unable to sign and the Secretary shall retain the document and submit it to the Minutes of the next meeting.
- v. Official Representative of the Association: As the principal officer of the Association, the President will be interacting with city and other local officials, community organizations, news media, merchants, other non-profits and the community and as such must remain fully knowledgeable of the workings and activities of the

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Association. With this requirement in mind the following additional requirements are provided to the President.

- (a) The President will review and approve all media for the Association. Communications and public relations are key to the success of any event or activity and the Association uses many media avenues to promote the events and programs. Through approval of all media, the President affirms her/his knowledge and affirmation of its content and permits the conveyance of the work product to appropriate external media. See Media definition in Article I, 1., 5. Media.
- (b) As the City of Richmond is a major supporter and a primary recipient of the Association's efforts, events and programs, it is important that communications between the City management and the Association be professional, supportive and jointly beneficial. The President will be the single designated representative of the Association with the management of the City of Richmond.
  - (1) The purpose of this policy is to establish an "official" channel between this Association and the City and to identify the President as the lead representative of the Association. Should the need to request of the City of Richmond financial support for any funding, the President shall be the only authorized contact and discuss such requested funds to the City but another Board member should be present.
  - (2) Annually after each election, the Association will provide the City of Richmond management representative with an official letter informing the City of the entire new Board and their roles and that the President of the Association is our official representative. If there are any known committee chairs at that time, they should also be identified.

### **b. First Vice President and Second Vice President:**

There will be a First Vice President and a Second Vice President position. Both Vice President positions will uphold the responsibilities and assigned duties to each office.

- i. The First Vice President shall perform the duties of the President when the President is absent or otherwise unable to serve.
- ii. Both Vice President officers shall oversee duties such as, but not limited to, the maintaining, orienting and recruiting of new members, fundraising to benefit events, and communications to the members, including social media.
- iii. The distribution of duties will be decided by the Board no later than the January meeting. The duties of each Vice President position will be defined by the Board after consideration of the qualifications and the experience level possessed.
- iv. Should the President resign or become unable to complete his/her term of office, the First Vice President shall fulfill the term of Presidency for the un-expired term and the Second Vice President shall assume the duties of the First Vice President.

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The office of the Second Vice President will remain vacant until the next general election.

### c. Secretary:

#### The Secretary

- i. Shall keep an accurate record of the proceedings of all meetings of the organization,
- ii. Maintain an accurate record of the membership, and
- iii. Shall perform such additional duties as may be required.
- iv. The Secretary shall serve all notices required by law or the Bylaws of the Association.
- v. In case of the Secretary's absence, refusal or inability to act, their duties may be performed by Board members or a member, in good standing, appointed by the President.
- vi. Sample Minutes of Meetings is found in Appendix C

### d. Treasurer

#### The Treasurer

- i. Shall receive and be custodian of all funds of the organization.
- ii. Shall pay all bills with the authorization of the Board.
- iii. Shall keep an account of all monies received and disbursed and shall give a report at each general meeting of the organization.
- iv. Will prepare an annual forecast for the coming fiscal year (stated as January 1st – December 31st) to be presented to membership for adoption at a General meeting no later than March 1<sup>st</sup>.
- v. Will be responsible for filing the appropriate tax documents and reports as required by Federal, State or Local governments.
- vi. Will be responsible to establish a process for the payment and receipt of the Association funds.
  - (a) Payment of Funds:
    - (1) Treasurer, will review and approve all bills prior to their payment.
    - (2) The Treasurer will make a recommendation to the President for payment and for approval and authorization of payment.
    - (3) Upon authorization to make payment, the Treasurer will make payment by check or bank debit card.
      - (I) Check will be prepared and signed by two officers, one of which will be the Treasurer and the second signatory being the President or additional officer authorized to sign. If the Treasurer is unable to sign, and additional officer shall sign.
      - (II) Bank Debit Card payment will be made by the Treasurer or other officer authorized for a debit card.
  - (b) Receiving of Funds:
    - (1) Funds received by the Association shall be deposited in the Association's account(s).

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- (l) An officer of the Association shall receive the funds and prepare appropriate recording of the funds and deposit such funds into the bank account(s).
  - i. The records maintain should identify the source of the funds, amount of the funds received, and appropriate description to record the funds into accounts.
  - ii. Bank deposit receipt documents will be provided to the Treasurer for the records.
- (c) Financial Recordkeeping of the Association Accounts
  - (1) The Association shall secure and maintain financial transaction records of the Association in the form of accounting software, such as QuickBooks.
  - (2) The Treasurer will be responsible for the administration of recording transactions and preparing reports and for making recommendations to the Board for changes, modifications or improvements to the financial process or accounting software. The Treasurer may secure outsourced bookkeeping services to support the Association as deemed appropriate and approved by the Board. The Treasurer will be responsible to manage the oversight of the bookkeeping services.

### e. **Parliamentarian:**

If desired by the President and approved by the Board

- i. The Parliamentarian shall be a member in good standing and familiar with Robert's Rules of Order as it pertains to non-profit organizations.
- ii. The Parliamentarian will advise the President and the Association on parliamentary usage during meetings.
- iii. The Parliamentarian is an ex-officio member of the Board at all regular and called meetings.
- iv. The Parliamentarian is not a voting member of the Board.
  - (a) The Parliamentarian serves the President and the Board to clarify proper meeting processes and decorum.
  - (b) The Parliamentarian is not an officer of the Association and does not vote on Board actions.
  - (c) Committee Chairs may request the Parliamentarian to provide guidance at committee meetings, if requested and able to attend. The Parliamentarian may vote in committee actions, only if he/she is a member of that committee.
- v. The Parliamentarian will for a duration set by the President, not to exceed one term (1 fiscal year of 12months or a portion less thereof) and may be reappointed for subsequent terms. The Board or President should identify potential parliamentarian candidates at the January meeting.

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### f. Participation Level:

It is important that officers are active and engaged in managing the Association, therefore their individual participation in Board, General and Special meetings of the Association is required.

- i. Each member of the Board shall not miss more than two consecutive meetings without a written explanation submitted by the board member and recorded in the meeting minutes of the Association. Any board member missing more than two consecutive meetings of the same type (2 Board, 2 General or 2 Special meetings) may be subject to removal.
  - (a) If the explanation is accepted as reasonable and appropriate, the missed meeting would not count toward this section's requirement.
  - (b) If no explanation is provided or received, or if the explanation provided is not accepted as reasonable and appropriate, the missed meeting will count toward this section's requirement.
- ii. Each Board member will attend no less than three-quarters (3/4) of all meetings per year.

### g. Removal of an Officer from the Board

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members, in good standing, if in their judgment the best interest of the Association would be served thereby, as defined in these Policies and Procedures.

- i. If at any time the membership or the Board determines a Board member is not fulfilling their duty to the organization, an action can be brought up for that Board member to be removed
- ii. Board initiated removal:
  - (a) Upon receipt of the request, the President will place the item on the agenda for the next Board meeting. If a majority of the Board members agree that the Board Member in question is not fulfilling their duties, the removal of the Board Member will be added to the next month's General Meeting Agenda (or a Special Meeting called)
- iii. Member driven removal:
  - (a) the membership must fill out a petition to remove a Board Member (see Appendix D). The reason that the members determine the Board Member removed must be stated on the petition, and an appropriate number of signatures from members of "good standing" must be gathered and present on the form.
    - (1) A petition with signatures of 30% of the membership can be turned in for consideration to the Board
    - (2) A petition with signatures of 50% of the membership forces the Board to place the removal on the agenda
      - (I) upon receiving the petition, the Board must take action. If the correct number of members (50%) have signed the petition, the Board is forced to place the removal of the Board member in question on the agenda.

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- (II) The Board is allowed to delay placing it on the agenda for a MAXIMUM of two months if they feel that more information needs to be gathered
- iv. At the meeting that the removal of a board member is placed upon the agenda the following must take place:
  - (1) the members (Board or otherwise) who are calling for the removal of a Board member, must present their case as to why the Board member should be removed
  - (2) the Board member in question is given the floor to refute these claims as they see fit
- v. After all the evidence is heard, a vote must be taken. The vote should go to all members (because 2/3 of the membership will be needed to remove a board member). This vote should take place after all of the evidence and the rebuttal has been presented

### **h. Business of the Association:**

The Board shall have the authority and responsibility to carry out the objectives of the Association, making policy and business transactions that may occur between general Association meetings and cannot be postponed until the next regularly scheduled meeting. In such cases, the officers may:

- i. Convene a Board meeting and determine actions appropriate to the circumstances. These actions shall be recorded in minutes of meetings and reported at the next meeting of the Board meeting.
- ii. If the time does not permit an opportunity for the Board, the President and one additional officer may confer and make a determine. This action will be reported to the remainder of the Board and recorded in the minutes of the meeting and reported at the next Board meeting.

### **i. Budgeting**

A budget must be presented and approved by the Board before any funds are spent for the operations or any event. The budget will then be approved by the membership at a general meeting or a called special meeting held by the membership. If an event expense exceeds the event budget by 10% or by \$500 whichever is greater, Board approval is required. See Article XI, 3. Miscellaneous - Accounting and General Practices.

## **Article VII Committees**

### **1. Standing Committees**



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The Standing Committees are:

- a. Art Walk
- b. Miracle on Morton Street/Tree Lighting/Community Christmas Walk
- c. Motown on Morton Street
- d. And any additional committees as the Board will determine.

### 2. Standing Committee Chair

The Committee chair for any of the standing committees should be appointed no later than six months before the event that the committee is responsible for.

- a. Committee meetings should be scheduled and stated at this time for anyone who is wanting to help make the event happen
  - i. These meetings need to have an agenda and function as any other HRA meeting, with the Chair being in charge of running the meeting
- b. The Chair will provide a budget of possible expenses to the Board for approval. After the approval of the budget, plans and committee members, the Board will make the decision about the amount of funds to be provided for the event. If an event expense exceeds the event budget by \$500 or more, then Board and general membership approval is required. The vote will be at the general meetings. If necessary, the President will provide any tie-breaking vote.
- c. The Chair of any event or committee must keep all agendas of meetings, a record of all meeting notes and actions taken in a binder to be passed on to the Chair of the event the next year and kept by the HRA board in the meantime.
- d. The Chair of any event or committee should work with the Treasurer to ensure financial records of all funds spent, to whom funds are owed and paid, a budget of possible and/or actual expenses, check numbers of funds paid, and receipts.
  - i. Any reimbursement must have a receipt. Without a receipt, HRA is not obligated to pay the expense. The Board of Directors may make a recommendation regarding a bill to be paid without a receipt, but the final decision will be decided by the Board.
  - ii. All funds received will be balanced with the checkbook and the budget of the event by the Treasurer. Any shortages will be investigated until they are resolved. If the shortage is not able to be resolved, the Chair of the Committee or Event shall appear before the Board and provide an explanation of the shortage. A note will be placed in the official records, kept by the Secretary, noting the shortages, explanation, and that Chair's name, for future references.
- e. A minimum of one Board member will be on-site for the duration of any HRA event. At the event, the Board is responsible for collecting all funds received during the event and are required to be provided to the Treasurer or Board Member by the close of the event.

### Article VIII – Quorum for Meetings

*(Section left intentionally blank)*

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

### Article IX – Indemnification and Insurance

*(Section left intentionally blank)*

### Article X – Conflict of Interest

#### 1. Purpose

The purpose of the conflict of interest policy is to protect the interest of this tax-exempt Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or committee chair of the association or might result in a possible excess benefits 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.

#### 2. Procedures

- a. The Board shall develop, publish, communicate, and revise from time to time as necessary, a Conflict of Interest Policy and Procedure and distribute the policy to all members of Association. Annually, each member shall declare any conflicts of interest in a written form at time of initial or renewal membership. The most current copy of the Member Conflict of Interest Declaration form will be maintained by the Secretary in the association's records.
- b. Any member who may directly or indirectly receive compensation or benefit from an Association's vendor or a supplier to the Association is precluded from voting on matters pertaining to the Association.
- c. Any member who may directly or indirectly receive compensation or benefit from a vendor or supplier to the Association is required to report such potential conflict of interest to a board officer immediately and prior to the Association actions to approving an expenditure or entering a financial contract or agreement; or up on the members realization of a potential conflict of interest that may or may not exist.
- d. The Board will be responsible for the determination of a conflict of interest based upon a review of the facts and circumstances reported or collected from an internal review authorized by the Board and shall determine the appropriate action to be taken.

### Article XI – Miscellaneous

#### 1. Miscellaneous - Document Retention

The Historic Richmond Association endeavors to conduct its business in a professional and ethical manner and to comply with all applicable laws and regulations. Based on these fundamental values, HRA has established this Document Retention Policy as part of its commitment to those standards.

Documents will be classified in three categories: Permanent, Seven Year Records and Three Year or less Records.

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- a. **Permanent Records:** Permanent records shall include governance documents and documents required to be maintained by government agencies and legal documents.
  - i. Organizing documents of the Associate
    - (a) Articles of Incorporation
    - (b) Bylaws
  - ii. Organizational Charts
  - iii. Minutes of Meetings of the Association
    - (a) Board Meetings,
    - (b) General Meetings and
    - (c) Special Meetings
  - iv. Financial Statements and Records (Physical or Electronic)
    - (a) Chart of Accounts
    - (b) Annual and Monthly Financial Statements
    - (c) General Ledger and Journal Entries
    - (d) Cash Disbursements
- b. **Seven Year Records:** Seven Year Records shall include Financial and Contractual Records
  - i. Bank Statements
  - ii. Tax Returns – if file a claim for a loss from worthless securities or bad debt deduction.
  - iii. Insurance Policy and if for Claims and Accident reports
  - iv. Contracts and Leases – major or long-term commitments
- c. **Three Year or Less Records:** Three year or less documents include most general business correspondence, both internal and external
  - i. Bank Reconciliations – 2 years
  - ii. Tax Returns – 2 years for tax filed or payment date
  - iii. Member Application forms – 2 years
  - iv. Conflict of Interest Disclosure forms – 1 year
  - v. Correspondence, general – 2 years

### 2. Miscellaneous - Records Production and Copying

- a. Request for records
  - i. A member of the Association or a person of the General Public on written demand may request a copy of the Association’s Articles of Incorporation, Bylaws, IRS Letter of Determination as a 501(c)(3)tax exempt nonprofit or last three (3) years of Tax filings (990 or 990-EZ or 990-N) except for Schedule B donor specific name and address as permitted by IRS regulations or as may change from time to time. (“Requested Documents”)
    - (a) An individual may request or by agent, accountant, or attorney at any reasonable time.
    - (b) The Association must supply the requested documents as soon as possible but in no less than 14 days after the request.

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

- (c) The Association may post on the Association’s website the Requested Documents and make them available without charge to requesting person(s).
- (d) Should the requesting person desire physical copies, the Association may charge a reasonable fee as shown in the below Chart for copying, mailing or other miscellaneous services.

b. Chart of Fees for Copying, Mailing, Shipping, Handling and Other Services

Activity	Pricing
Black & White 8 ½"x11" single sided copies	\$0.15 each
Black & White 8 ½"x11" double sided copies	\$0.30 each
Color 8 ½"x11" single sided copies	\$0.50 each
Color 8 ½"x11" double sided copies	\$1.00 each
PDF images of documents	\$0.15 per page
USB, SD Media Card	At cost
Labor and overhead	\$20.00 hour (1 hour minimum)
Mailing supplies	At cost
Postage	At cost
Other shipping supplies	At cost
Third Party fees	At cost

3. **Miscellaneous - Accounting and General Practices**

The Board is responsible to develop and establish operational and financial guidelines of the Association. This section is provided as a guide or specific instruction of actions which the board, director(s) or other Association personnel should perform based upon the task and responsibility. The Board is to assure that all policies and practices of the Association adhere to laws and regulations, federal, state and local, and are performed in compliance with those laws and regulations.

a. **Establishing Financial and Banking Responsibilities:**

- i. The Board shall be responsible for establishing the Financial and Banking standards, policies and practices of the Association.
- ii. The Board from time to time may review and change standards, policies and practice to assure they reflect sound fiscal stewardship, transparency and legal compliance with the laws and regulations of the State of Texas and/or the Internal Revenue Service, as required.
- iii. The Board shall determine banking and financial relationships as appropriate to maintain and secure the assets of the Association.
- iv. The Financial roles of the officers of the Board of Directors shall be determined by the Board and are reflected in this Section.

## HISTORIC RICHMOND ASSOCIATION

### Policies and Procedures

- (a) Picking up the mail where payments (checks) to the Association are received and to make deposits of the payments (checks) in to the Association bank accounts and to provide bank deposit receipts to the Treasurer for recording of all such transactions.
- (b) Determining two officers of the Association along with the Treasurer to:
  - (1) be signatories of the Association banking and financial accounts,
  - (2) to assure two signatories on all payments (checks) from the Association, and
  - (3) be issued bank debit cards and authorized to transact payments on behalf of the Association.
- v. Treasurer responsibilities are as follows.
  - (a) Shall be a designated signatory on all banking and financial accounts established or transacted by the Association.
  - (b) Make recommendations to the Board of changes to Accounting Practices and Procedures as required or at the request or direction of the Board.
  - (c) Manages the Association checkbook(s) and the recording of banking and financial transactions.
  - (d) Provides monthly and annual reporting of account(s) to the Board and Members at meetings of the Association.
  - (e) Responsible for the preparation, filing and reporting of Association tax reporting requirements to state and federal agencies.
  - (f) Responsible for maintenance and retention of the Association's financial documents.
  - (g) All financial and accounting documents will be retained for seven fiscal years, unless IRS regulations change these retention requirements.
  - (h) Responsible for the administration of requests for "public review" of the Association's Financial and Banking records. The Treasurer and Secretary shall develop procedures and pricing for the copying of Association records. Treasurer shall maintain custody of the Association documents at all times. See Article XI – Miscellaneous, Records Production and Copying
  - (i) Only documentation required to be given to the public is the Association's Articles of Incorporation, Bylaws, IRS 990 form and the IRS Determination Letter, which will be available online, as well as on hand if requested in person.

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

### **b. Accounts Receivable Process**

- i. The Treasurer shall develop an Accounts Receivable process for the administration and receipt of Association funds.
- ii. The Treasurer shall make and record bank deposits (checks, money orders and cash), credit card transactions processed by the Association.
- iii. The Treasurer shall provide a reporting of all transactions.

### **c. Accounts Payable Process**

- i. Treasurer shall develop an Accounts Payable process for the administration and distribution of Association funds.
- ii. Treasurer shall receive disbursement or expense reports, review documents for payment and authorize approval of all disbursements or payments of the Association funds and shall make recommendations to the Board for authorization to make disbursements or payments.
- iii. Treasurer and at least one Board member will sign all disbursement request documents indicating their approval of the expense and will sign check for such payment.

### **d. Governmental Reporting and Responsibilities**

The Board is responsible for the proper and timely reporting and payment of all local, state and federally required reports, filings, permits and fees ,such as but not limited to IRS 990's, city event fees and permits, which are necessary to maintain the Association's IRS 501(c)(3) status and its good standing in the community.

### **e. Records Management and Document Retention**

Secretary with the approval of the Board will develop a Document Retention Program.

### **f. Budgeting**

The Board will prepare and report an annual budget of the Association anticipating operating revenue and expenses of the Association and any revenues and expenditures for standing committee events or programs to be conducted in the applicable fiscal year.

- (a) The annual budget will be approved and reported to members no later than March 31<sup>st</sup> of the applicable fiscal year.
- (b) The Board plus 2 or 4 members will comprise the Budget Committee, whose responsibility is to develop and recommend the annual budget of the Association.
  - (1) The President will be the Chair of the Budget Committee. The First Vice President, Second Vice President, Secretary and

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

Treasurer will each nominate members of the Association to participate on the committee.

- (2) The Budget Committee shall be an odd number of members, seven or nine members, with the President casting a vote upon a tie.
- (c) The Board will monitor the approved budget and make changes as necessary to amend the budget as circumstances change in order to reflect the changing conditions of sponsorships, expenses and programs and events of the Association.

### Article XII – Amendments

*(Section left intentionally blank)*

### Article XIII – Dissolution

*(Section left intentionally blank)*

### Article XIV – Signing of Bylaws

*(Section left intentionally blank)*

### ***Appendixes***

- A. Membership Application and Information Form
- B. Meeting Proxy Form
- C. Minutes of Meeting Sample
- D. Petition Sample
- E. Conflict of Interest Policy and Disclosure Form

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

### Appendix A

#### Historic Richmond Association Member Application and Information Form

Membership type: \_\_\_\_\_ Individual \_\_\_\_\_ Business

Name of Buisness: \_\_\_\_\_

Contact Name: \_\_\_\_\_ Date: \_\_\_\_\_

Address/City/Zip: \_\_\_\_\_

Email: \_\_\_\_\_ Website: \_\_\_\_\_

Phone: (Cell): \_\_\_\_\_ (Work/Home): \_\_\_\_\_

History of Career/Professional Experience: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Prior Volunteer Activity: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Areas of interest for voluntary service participation:

Event level interest:

- |  |  |
|--|--|
| <input type="radio"/> Logistics                        | <input type="radio"/> Marketing                  |
| <input type="radio"/> Social Media                     | <input type="radio"/> Vendor Coordination        |
| <input type="radio"/> Event Coordination – Major event | <input type="radio"/> Sub-committee coordination |
| <input type="radio"/> Volunteer Coordination/Check-in  | <input type="radio"/> Volunteer supervision      |
| <input type="radio"/> Sponsorship Development          | <input type="radio"/> Photography                |

Association Administration level experience:

- |   |   |
|---|---|
| <input type="radio"/> Administration support    | <input type="radio"/> Financial Recordkeeping |
| <input type="radio"/> Record meeting activities | <input type="radio"/> Website management      |
| <input type="radio"/> Membership Development    | <input type="radio"/> Program Development     |
| <input type="radio"/> Grant Writing             |   |

Applicant Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Association use only:

- Accepted  Dues Paid: Amount \_\_\_\_\_ Date: \_\_\_\_\_



**HISTORIC RICHMOND ASSOCIATION  
Policies and Procedures**

**Appendix B**

**Historic Richmond Association  
(Month, Day, Year) (General or Special) Meeting Proxy**

The (year) (General or Special) Meeting of the Members of the Historic Richmond Association (the Association), a Texas Non-Profit Corporation, will be held on (Month, Day, Year) at (time) at (Location). The purpose of the meeting is as follows:

*(Purpose of Meeting)*

If you are unable to attend this important meeting, you are encouraged to complete this proxy so that your vote can be counted. Please read the proxy carefully as you can select to either have your proxy counted for the election or just for quorum.

The undersigned assigns this proxy as specified below with the power of substitution to vote and otherwise represent the undersigned at the (Month, Day, Year) (General or Special) meeting of the Members of the Association, (Month, Day, Year) and any adjournment thereof, with the same force and effect as if the undersigned were present and voting. All proxies are to be delivered to the Secretary of the Association according to the By-Laws, so they may be verified and recorded prior to the (Month, Day, Year) (General or Special) meeting if possible. Please check the specific instructions to indicate how you intend your proxy to be used. Please note these proxies will be good for a period of up to 90 days after the date of this meeting in the event that quorum is not reached, and the meeting needs to be reconvened.

\_\_\_\_\_ Assign this proxy to \_\_\_\_\_ to vote on my behalf

\_\_\_\_\_ Voting my attached ballot

VERIFICATION: (please note that this proxy must be signed in order to be valid)

Member Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date: \_\_\_\_\_

**Please note that your proxy must be submitted by (Time, Month, Day, Year) to the Secretary of the Association in order to be verified and registered. Please mail it to: Historic Richmond Association, 310 Morton St. #174, Richmond TX 77469 (allow proper mailing time) or email to *historicrichmond.org* ATTN: Secretary.**

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

### APPENDIX C

#### HISTORIC RICHMOND ASSOCIATION 310 Morton Street, Suite 174 Richmond, TX 77469

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#### MINUTES OF MEETING Sample [MEETING DATE]

The Historic Richmond Association held its [TYPE OF MEETING] on [DATE] at [PLACE]. President [NAME] called the meeting to order at [TIME]. [NUMBER OF MEMBERS] members were in attendance.

#### APPROVAL OF MINUTES:

Secretary [NAME] reported the Minutes of the [DATE] meeting was emailed to the members prior to the meeting for review. Motion was made and seconded to accept the Minutes as submitted. Motion passed.

#### TREASURER'S REPORT:

Treasurer [NAME] reported a balance of [AMOUNT] in the checking account as of [DATE]. [NAME] reported 14 members have paid their dues. Six members have not paid their dues yet and a second Invoice Notice will be sent to those members.

#### COMMITTEE REPORTS:

##### [COMMITTEE AND SUBJECT] Art Walk Committee:

Chair [NAME] announced the Art Walk Committee met on [DATE]. 19 vendors and 4 sponsors have paid. The billboard sign has been finalized and is scheduled to be put up on FM762 next week. The Art Walk ad will be included in *Houston Chronicle* Calendar of Events Section. An ad will also be included in the Fort Bend Herald community magazine but additional funds are needed for the ad to be included in all four magazines they publish. Motion was made by [NAME AND STATE MOTION] to increase the Art Walk marketing budget by \$1,000 to include ads in the four publications. [NAME] seconded the motion and the motion passed. The next Committee Meeting will be held on [DATE].

#### OLD BUSINESS:

##### [SUBJECT] Revisions to Bylaws:

Bylaws Committee Chair [NAME] inquired if the members had any questions on the proposed Bylaws revisions that were emailed to them last week. There were no questions. Motion was made and seconded to approve the proposed revisions to the Bylaws. Motion passed.

#### NEW BUSINESS:

[SUBJECT] *There was no New Business.*

#### ANNOUNCEMENTS:

##### [SUBJECT] Movies on Morton:

The City of Richmond is hosting its free outdoor films, Movies on Morton, again this year beginning in March. Movies on Morton will be held the first Friday of every month in front of City Hall.

#### ADJOURNMENT:

The next meeting will be held on [DATE] at [TIME] at the [LOCATION]. The meeting adjourned at [TIME].

Submitted by:

[NAME]  
Secretary

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

### Appendix D

### PETITION Sample

**PURPOSE:** State the purpose of the petition of action to be considered by the Historic Richmond Association Board and/ or members. A) What are you hoping the petition will accomplish. B) The reason you are starting the petition. C) What you would like the Board and/or membership do.

NAME	ADDRESS	PHONE #	SIGNATURE

Date Received by Board \_\_\_\_\_  
 Date Signatures Validated \_\_\_\_\_  
 Board President \_\_\_\_\_

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

### APPENDIX E

#### Conflict of Interest Policy and Disclosure Form

#### Conflict of Interest Policy of the Historic Richmond Association ("HRA" or "Association")

Adopted by the Board of Directors on 10/13/2020

#### I. Overview

##### 1. Purpose

The purpose of this Conflict of Interest (the "policy") is to protect the Association's interests when it is considering taking an action or entering into a transaction that might benefit the private interests of a member<sup>1</sup> or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit charitable organizations.

##### 2. Why is a policy necessary?

As a nonprofit, charitable organization, the Association is accountable to both government agencies and members of the public for responsible and proper use of its resources. Directors, officers and members have a duty to act in the Association's best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage the Association's reputation and expose both the Association and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for the Association.

##### 3. To whom does the policy apply?

This policy applies to all members ("you").

#### II. Identifying Conflicts of Interest

##### 1. What is a conflict of interest?

A potential conflict of interest arises when a director, officer, or member or that person's **relative**<sup>2</sup> or business (a) stands to gain a financial benefit from an action the Association takes or a transaction into which the Association enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer or member in discharging their duties to the Association.

##### 2. What are some examples of potential conflicts of interest?

---

<sup>1</sup> **Member** means a person that is in good standing and participates in programs and activities of the Association.

<sup>2</sup> **Relative** means a person's spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a director, officer or member or that person's relative or business:

- has an ownership or investment interest in any third party that the Association deals with or is considering dealing with;
  - serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that the Association deals with or is considering dealing with;
  - receives or may receive compensation or other benefits in connection with a transaction into which the Association enters;
  - receives or may receive personal gifts or loans from third parties dealing with the Association;
  - serves on the board of directors of another nonprofit organization that is competing with the Association for a grant or contract;
  - has a close personal or business relationship with a participant in a transaction being considered by the Association;
  - would like to pursue a transaction being considered by the Association for their personal benefit.
3. In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section III of this policy.
  4. **A potential conflict is not necessarily a conflict of interest.** A person has a conflict of interest only if the Board decides, pursuant to Section IV of this policy, that a conflict of interest exists.

### **III. Disclosing Potential Conflicts of Interest**

1. You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are taken. Submit a signed, written statement disclosing all the material facts to the Board.
2. You must file an annual disclosure statement in the form attached to this policy. New members shall submit a disclosure statement in the month of becoming a member. Submit the form to the Secretary of the board.

### **IV. Determining Whether a Conflict of Interest Exists**

1. After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned member, the Board shall determine whether there is a conflict of interest. The member shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.
2. In determining whether a conflict of interest exists, the board shall consider whether the potential conflict of interest would cause a transaction entered into by the Association to raise questions of bias, inappropriate use of the Association's assets, or any other impropriety.

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

3. A conflict always exists in the case of a **related party transaction** – a transaction, agreement or other arrangement in which a **related party**<sup>3</sup> has a financial interest and in which the Association is a participant.<sup>4</sup>
4. The board shall determine if there is a conflict of interest, and shall also determine the action to be taken.

### V. Procedures for Addressing a Conflict of Interest

1. When a matter involving a conflict of interest comes before the board, the board may seek information from the member with the conflict prior to beginning deliberation and reaching a decision on the matter. The Board, in its judgement, may seek information from others which would allow it make a fair and equitable determination. However, a conflicted person shall not be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.
2. **Additional Procedures for Addressing Related Party Transactions**
  - a. The Association may not enter into a related party transaction unless, after good faith disclosure of the material facts by the director, officer or member, the board or a committee authorized by the board determines that the transaction is fair, reasonable and in the Association's best interest at the time of such determination.
  - b. If the related party has a substantial financial interest, the board or authorized committee shall:
  - c. prior to entering into the transaction, consider alternative transactions to the extent available;
  - d. approve the transaction by a vote of not less than a majority of the Board present at the meeting; and
  - e. contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

---

<sup>3</sup> A **related party** is:

1. a director, officer or member of the Association, or
2. a relative of any individual described in (1), or
3. an entity in which any individual described in (1) or (2) has an ownership or beneficial interest of 35% or more, or in the case of a partnership or professional Association, a direct or indirect ownership interest in excess of 5%.

<sup>4</sup> A transaction is not a related party transaction if:

1. the transaction, or the related party's financial interest in the transaction, is *de minimis*;
2. the transaction would not customarily be reviewed by the board or the boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms;
3. the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the Association intends to benefit as part of the accomplishment of its mission (and that benefit is available to all similarly situated members of the same class on the same terms).

# HISTORIC RICHMOND ASSOCIATION

## Policies and Procedures

### VI. Minutes and Documentation

The minutes of any board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

- a. the name of the interested party and the nature of the interest;
- b. the decision as to whether the interest presented a conflict of interest;
- c. any alternatives to a proposed contract or transaction considered by the board; and
- d. if the transaction was approved, the basis for the approval.

### VII. Prohibited Acts

No member of the Association shall receive compensation for their services as members or officers.

The Association shall not make a loan to any director or officer.

**HISTORIC RICHMOND ASSOCIATION  
Policies and Procedures**

**Historic Richmond Association  
Conflict of Interest Disclosure Statement**

By signing below, I affirm that:

1. I have received and read a copy of the Conflict of Interest Policy;
2. I agree to comply with the policy;
3. I have no actual or potential conflicts as defined by the policy or if I have, I have previously disclosed them as required by the policy or am disclosing them below.

Disclose here, to the best of your knowledge:

1. any entity in which you participate (as a director, officer, employee, owner, or member) with which the Historic Richmond Association has a relationship;  
Disclose here:
  
2. any transaction in which the Historic Richmond Association is a participant as to which you might have a conflicting interest; and  
Disclose here:
  
3. any other situation which may pose a conflict of interest.  
Disclose here:

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_