

# POLICY MANUAL



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ASSOCIATION OF  
SCHOOL BUSINESS OFFICIALS  
INTERNATIONAL

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## **FOREWORD**

Terms used to refer to the Board of Directors and the Association in the Policies of the Association may vary as a consequence of the drafting of policy language at the time the policies were prepared. The various uses of terms are understood to have a common meaning and should be interpreted accordingly. Examples of such variations for the Association of School Business Officials International and the Board of Directors are as follows:

Association of School Business Officials International: ASBO, the Association

ASBO International Board of Directors:

Full Board, ASBO International Board, Board, Board of Directors

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## **ASBO INTERNATIONAL MISSION**

The Association of School Business Officials International is a professional association that provides programs and services to promote the highest standards of school business management practices, professional growth, and the effective use of educational resources.

## **ASBO INTERNATIONAL PURPOSE**

ASBO International's purpose is

(a) To engage exclusively as an organization to advance educational, scientific, and charitable endeavors within the meaning of 501(c)(3) of Internal Revenue Code of 1954 or a similar section as amended. In pursuance of these purposes, said Corporation shall conduct its affairs as follows:

- To advance education at the elementary, secondary, college, and post-graduate levels by conducting research programs in management of schools at all levels;
- To better enable the members and the general public to conduct the management of schools of all levels in the planning, organizing, coordinating, and improvement thereof for the benefit of the public attendance and the community; and
- To provide for the membership of the Association of School Business Officials of the United States and Canada and the public the findings of such research and to make the same available thereto and to conduct field research experiments in the aforesaid areas for the benefit of those attending schools and the public in general.

(b) The foregoing purposes and the objectives of Paragraph (a) shall be the exclusive purposes and objects of this Corporation and be directed toward the advancement of education, public safety, science, and charitable purposes to lessen and alleviate the financial burdens and obligations of local, state and national government in the areas of education, educational research, and public school safety research.

(c) This Corporation is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stock nor declare nor distribute dividends, and no part of its net income inure to the benefit of any director, officer, or member; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the charitable, educational and benevolent purposes of the corporation, and further this corporation is not organized to carry on the publication of propaganda or to otherwise attempt to influence legislation nor to participate or intervene in any political campaign for any candidate or candidates for public office.

The foregoing purposes shall be construed as both objects and powers.

# 1. GENERAL POLICY

## 1.1. ASBO International Acronym and Logo

“ASBO” is the official acronym for the Association of School Business Officials International.

The ASBO International logo may be used on ASBO International materials, membership cards, application forms, publications, and on certain jewelry and other related items.

The Executive Director is authorized to expand the use of the ASBO International logo through the sale of additional related items.

### 1.1.1. Affiliate Use of ASBO International Logo

The official ASBO International logo is for the exclusive use of the Association and its Affiliates.

It is recommended that the Affiliates consider using this official seal in connection with their own insignia in the following ways:

- The logo can be printed within the outline of the Affiliate’s political division.
- The logo can be printed within the outline of the Affiliate’s existing emblem.
- The state outline can be imposed upon the logo.

### 1.1.2. Exhibitor Use of Conference Logos

Exhibitors may use the Annual Conference & Expo exhibitor logo upon approval but may not use the official ASBO International logo.

### 1.1.3. Corporate Partner Logo Use

Corporate Partners may use the Corporate Partner logo affiliated with their partner level, upon approval, but may not use the official ASBO International logo.

*(First Adopted: 12/1987; Last Revised: 11/2020)*

## 1.2. Affiliate Organizations

ASBO International will develop collaborative strategies focused on state, provincial, and national Affiliates that are designed to enhance both organizations and to enhance the membership experiences for all members, particularly those who are members of the state or provincial Affiliate and ASBO International.

*(First Adopted: 12/1987; Last Revised: 11/2020)*



### **1.2.1. Procedures for Affiliation**

State/Province/Country associations founded on the same values and principles as ASBO International operating at state, province, regional, and national levels, promoting the profession of school business, and supporting local school business officials can formally affiliate with ASBO International through the signing of the Affiliation Agreement.

Recognition of an ASBO International Affiliate will first be referred to the Executive Committee for review and recommendation. Upon review and approval, the recommendation will be forwarded to the ASBO International Board of Directors for a motion to approve. Consideration will be given to existing ASBO International Affiliate agreements.

An agreement will be entered into by both ASBO International and the Affiliate to formalize that:

- ASBO International and the Affiliate wish to cooperate to promote excellence in education and the service of students and improve efficiencies of school business management at all school levels;
- The Affiliate wishes for ASBO International to assist the Affiliate in matters of common interest and value; and
- ASBO International and the Affiliate wish to affirm their mutual commitment of cooperation and service to the school business profession by renewing their affiliation.

Minimum requirements for Affiliate status are:

- Valid incorporation under law;
- Organized and operated in conformity with all applicable laws, regulations, and ordinances;
- Agreement to promote excellence and improve efficiencies of school business management consistent with the mission of ASBO International;
- Membership by the Executive Director or, if no acting Executive Director, the Affiliate President, in ASBO International;
- Collaboration with ASBO International to encourage membership and participation in both the Affiliate and ASBO International; and
- Disclosure by the Affiliate of potential conflicts of interest.

While ASBO International and its Affiliates work together closely to ensure school business officials receive the support and resources they need, memberships with ASBO International and its Affiliates are separate. Membership may be held in ASBO International, in an ASBO International Affiliate, or both.

ASBO International will not be accountable or responsible for any financial commitments or obligations of the Affiliate.

### **1.2.2. Termination of Affiliate Relationship**

ASBO International or an Affiliate of ASBO International may terminate the Affiliation Agreement for any reason, without cause, as outlined in the Affiliation Agreement.

Either party may terminate an Affiliation Agreement for cause upon giving the other party written notice as outlined in the Affiliation Agreement and providing the opportunity to cure if the other party is in breach or non-compliance with any term in the Affiliation Agreement. Termination by ASBO International either with cause or without cause requires a vote by the ASBO International Board of Directors.

Upon termination of the Affiliation Agreement, the Affiliate must remove any language/use of the ASBO International logo and ASBO International, and the Affiliate must remove anything identifying the Affiliate as an ASBO International Affiliate.

In the event a former Affiliate wishes to reinstate the Affiliate relationship, the Affiliate is required to reapply for Affiliate status following the procedures outlined in Section 1.2.1.

*(First Adopted: 11/2020)*

## **1.3. Policy Regulation**

One of the Board of Directors' most important functions is the establishment of policy. The purpose of policies is to protect and steer the staff and the Board as they fulfill the mission of the Association. They are a reference tool for appropriate action, ethical decision making, and dealing with potential or actual conflicts.

It is essential that the ASBO International Board of Directors has a system to maintain and distribute its published policy statements and administrative rules and regulations.

*(First Adopted: 10/2019; Last Revised: 11/2020)*

### **1.3.1. Formulation, Adoption, and Amendments**

The Board of Directors will depend upon its Policy Committee and the Executive Director and will consider input from the membership to formulate and submit items for policy consideration.

It is the responsibility of the Policy Committee to formulate, draft, and submit policy issues for Board consideration. To give all policy proposals due consideration, all recommendations for adoption or amendment will:

- Be submitted to the Board in writing; and

- Require one reading prior to the board taking action. The reading and the action cannot take place during the same board meeting.

All policy amendments or adoptions will be read into the minutes as a formal motion and duly acted upon by the Board at a Board meeting. Only those statements that are formally adopted by a majority Board vote and recorded in the minutes are official Board policy. Pursuant to Board policy, the minutes will reflect the actual changes made to Board policy.

In the event of special circumstances, the operation of any Board policy, including those governing its own operating procedures, may be suspended by a two-thirds majority vote of the Board.

*(First Adopted: 10/2019; Last Revised: 11/2021)*

### **1.3.2. Maintenance**

To ensure it is current, the Policy Manual will be reviewed every three years on a cycle as stated below. As needed, the Board of Directors can review and amend any policy at any point during the year.

Year 1

- Section 1: General Policy, Section 2: Board of Directors, Section 3: President, Section 4: Executive Director

Year 2

- Section 5: Travel and Reimbursement Guidelines, Section 6: Business Affairs

Year 3

- Section 7: Membership, Section 8: Programs and Services, Section 9: Committees

*(First Adopted: 10/2019; Last Revised: 11/2020)*

### **1.3.3. Distribution**

Board policy must be available in electronic format to Board members, Affiliate Executive Directors, and ASBO International members.

*(First Adopted: 10/2019)*

## **2. BOARD OF DIRECTORS**

The Board of Directors will carry out the Association membership's will as prescribed by the membership and the Association's Bylaws.

### **2.1. Role of the Board**

The Board of Directors serves in three functional roles:

1. Setting Association Direction
  - Setting the vision, mission, and purpose of the Association
  - Establishing goals and objectives
  - Defining the strategic plan
  - Establishing broad-based policies
2. Ensuring Adequate Resources
  - Selecting the Executive Director and approving the contractual agreement between the Board and the Executive Director, assessing the Executive Director's performance, and determining provisions for separation or termination
  - Establishing the budget philosophy and approving the annual budget appropriations
3. Providing Program Oversight
  - Selecting the independent auditor and approving the annual audit after review and recommendation by the Audit and Finance Committee
  - Conducting an appeal process for revocations of membership after such action is deemed appropriate by the Ethics Committee
  - Approving joint ventures with third parties

*(First Adopted: 12/1989; Last Revised: 11/2020)*

### **2.2. Duties of the Board of Directors**

The duties of the Officers and Directors of the Association are specified by the Association's Bylaws. Consequently, the Bylaws can be altered only by a vote of the membership.

*(First Adopted: 12/1989; Last Revised 11/2020)*

### **2.3. Public Statements**

This policy provides guidance concerning authorization to make public statements on behalf of or as a representative of the Association of School Business Officials

International, and the manner in which public statements should be handled procedurally.

It is the policy of the Association, including the Board of Directors and staff, that no public statements may be made, either verbal or written, that conflict with the official position or policy of the Association. By virtue of their position, Association leaders' statements may be perceived by the public as official and made on behalf of the Association.

Accordingly, when making public statements, an Association Board member or staff member should clearly state whether they are speaking on behalf of the Association when authorized to do so, and when they are speaking in their personal capacity. Board members may be given ASBO International business cards and must access letterhead through the Executive Director. Staff will prepare letters for Board members that are sent on behalf of the Association while retaining a copy in official Association files.

*(First Adopted: 10/2019)*

## **2.4. Board of Directors Orientation**

New Board of Director members will participate in orientation and training so they can understand the Board's functions, policies, and procedures and best represent and govern the Association. Training sessions will be held at least annually.

Each new Board member will receive a Board leadership manual, which is to be updated annually.

The leadership manual and orientation will cover various topics, including but not limited to the governing documents of the Association, including the Articles of Incorporation, Bylaws, Policy Manual, recent Board meeting minutes, etc.

*(First Adopted: 06/2006; Last Revised 11/2021)*

## **2.5. Meetings**

All Board of Directors actions will be taken only in official Board meetings that are called, scheduled, and conducted according to the Bylaws and policies or by unanimous written consent as allowed under Illinois law.

Except in emergencies, the Board will not decide upon any considered question before examining and evaluating all available information. The Executive Director will have the opportunity to examine and evaluate all available information and recommend action before the Board makes a decision.

Because a thorough discussion of ASBO International business is vital to ensure proper

governance and management, there will be a minimum of three face-to-face meetings of the Board annually. Two of the meetings will be held in conjunction with other meetings: the Leadership Forum and the Annual Conference & Expo. The third meeting date and location will be recommended by the President as part of the Annual Board of Directors Calendar.

The full costs for each Board meeting will be covered by ASBO International. This includes airfare, lodging for the duration necessary to complete ASBO International business, meal reimbursement, event registration, and any associated special events approved by the Executive Director and President.

Every effort will be made to negotiate upgraded lodging or other facility enhancements when they can be negotiated at no additional cost to the Association.

The travel policy will govern expenses of individual Board member travel.

Expenses incurred by the Executive Committee and/or ASBO International Board as a whole will be approved in advance by the President or Executive Director.

*(First Adopted: 12/1987; Last Revised: 11/2021)*

### **2.5.1. Executive Session**

An Executive Session is a closed-door session in which staff, advisors to the Board, and other attendees or visitors will not participate unless they are specifically requested to be present by the President or Executive Director.

*(First Adopted: 06/2006; Last Revised: 11/2021)*

### **2.5.2. Work Session**

A Work Session is a session in which Board and staff participate. Other attendees or guest might be invited to participate if they are specifically requested to be present. No official Board action will be taken at a Work Session.

*(First adopted: 11/2019)*

### **2.5.3. Agenda and Consent Agenda**

The President and Executive Director will prepare the agenda for each meeting. All necessary information about each agenda item should accompany the agenda to allow for intelligent discussion and decision making on any issue. A Board meeting packet will also include the Executive Director's recommendations, along with supporting reasons, on any matter requiring Board action.

In consultation with the Board of Directors, the President may place items (i.e., committee, Affiliate, and staff reports) on a consent agenda. By using a consent agenda, the Board agrees to group consideration of these items under a single motion. Consent items usually do not require discussion or explanation prior to Board action, are non-controversial and/or similar in content, or have already been adequately discussed and/or explained. Such agenda items might include ministerial tasks, including approval of agendas, minutes, bills, reports, etc. They might also include similar groups of decisions, such as approval of staff contracts, finances, and reports.

An individual Board member may remove items from the consent agenda by making a request to the President. A request is timely if made prior to the vote on the consent agenda and does not require a second or a vote by the Board. An item removed from the consent agenda will then be discussed and acted on immediately following the consideration of the consent agenda, or in an appropriate place on the agenda, i.e., old business or new business.

*(First Adopted: 6/2006; Last Revised: 2/2014)*

#### **2.5.4. Meeting Materials and Minutes**

Meeting materials will be distributed to the Board seven days prior to the official Board meeting.

The Executive Director or designee will prepare the minutes of all regular and special meetings of the Board of Directors, the Executive Committee, and other meetings the Board may specify. The Executive Director or designee will carefully record all motions, the names of those who make and second the motions, and the results of the vote on the motions.

The minutes of all meetings will be approved by the Board and signed by the President and Executive Director as the first act of the regular meeting.

All documents that are noted to be a part of the minutes will be attached to the original copy of the minutes. The original minutes and attachments will be maintained in an orderly and readable manner.

Minutes up for approval will be distributed to the Board prior to the next Board meeting. Once approved, minutes will be made public on the ASBO International website and will be made available to the Association's auditor. Minutes will be maintained as identified in the Document Retention Policy.

*(First Adopted: 6/2006; Last Revised: 11/2020)*

### **2.5.5. Board Attendance**

It is understood that members of the Board have received support and approval from their home district prior to taking office. While extenuating (urgent or emergency) circumstances might arise, it is expected that members of the Board have made a commitment to serve ASBO International in their respective capacity for the length of their term. As such, Board members are expected to attend Board meetings in their entirety as indicated on the official Board meeting schedule, as well as the Annual Conference & Expo and the Executive Leadership Forum. In addition, Board members are expected to make every effort to participate in the monthly conference call meetings. Extenuating circumstances that constitute an excused absence include urgent or emergency situations relative to job-related duties, family matters, and health.

If a Board member misses one face-to-face meeting and/or conference call within the calendar year that is unexcused by the President, the President will counsel them regarding their service and commitment to ASBO International. If the same Board member misses a second meeting or conference call during the calendar year that is unexcused by the President, the Board will have grounds to proceed with removal of the Board member and they will be replaced in accordance with the Bylaws of the Association.

*(First Adopted: 11/2021; Last Revised: 11/2020)*

### **2.5.6. Visitors to Board Meetings**

Due to the nature of the Association's business, it may be necessary for individuals other than Board members, staff, advisors to the Board, and other attendees or guests to attend regularly scheduled Board meetings. The Board welcomes outside visitors and encourages input from various associations, companies, societies, and members.

To accommodate requests from visitors who wish to attend Board meetings, the following procedures must be followed:

- An individual must make their desire to attend a Board meeting known to the President and the Executive Director.
- The Executive Director will confirm the visitor's request to attend a Board meeting by providing the visitor with the date, time, and location of the Board meeting.
- Visitors will be responsible for all expenses to the meeting destination, including airfare, lodging, and meals. ASBO International will not pay visitor expenses unless prior arrangements are made.
- Visitors may attend only as observers unless prior arrangements have been made to discuss an issue.
- A visitor who wishes to discuss an issue before the Board must deliver to the



President and Executive Director their written request along with supporting materials at least 10 business days prior to the Board meeting. The request must explain the issue's purpose so that adequate agenda time can be scheduled.

- The President or Executive Director will provide the visitor with written acknowledgment if an issue will be placed on the agenda and indicate how much time will be allowed for discussion.
- Visitors will not receive Board meeting agendas and materials until the day of the Board meeting. However, there may be circumstances that require an invited visitor to receive Board materials or portions of Board materials prior to the meeting. The dissemination of such materials prior to the meeting will be at the discretion of the President.

*(First Adopted: 7/2002; Last Revised: 11/2021)*

## **2.6. Board Self-Evaluation**

The Board members will conduct an annual self-evaluation to assess their own performances individually and collectively and evaluate Board performance relative to strategic planning and overseeing the Association and its needs.

*(First Adopted: 11/2020)*

## **2.7. Code of Conduct**

Board candidates are required to receive a copy of the Code of Conduct upon nomination and must sign the code prior to installation. On an annual basis, Board members will re-sign the Code of Conduct.

Board members who have concerns regarding compliance with the Code of Conduct should raise those concerns with the President. In the unlikely event that a waiver of this Code for a Board member would be in the best interest of the Association, it must be approved by a unanimous vote of the Board.

*(First Adopted: 12/1987; Last Revised: 11/2020)*

## **2.8. Annual Elections**

The Board of Directors will annually adopt the official election rules and regulations, which will be made part of the Elections Manual.

*(First Adopted: 12/1987; Last Revised: 11/2020)*

## **2.9. Spouses and Guests Attending ASBO International Functions**

ASBO International will pay for the President's and Vice President's spouse or guest to attend the Annual Conference & Expo and the Leadership Forum.

The Board President in consultation with the Executive Director will determine whether Board member spouses or guests may attend Board dinners at the expense of the guest or the Board member. All registration fees, tickets for social functions, travel, and meals are the responsibility of the guest and will not be reimbursed by ASBO International.

*(First Adopted: 10/2002; Last Revised: 11/2021)*

## **2.10. Past Presidents Attending the Annual Conference & Expo**

Past Presidents who served as President in 2016 or after, and their spouse/guest, will receive complimentary registration and housing for the ASBO International Annual Conference & Expo, not to exceed three days. Complimentary housing to the Annual Conference & Expo is limited to 10 years after service on the ASBO International Board.

Past Presidents who served as President in 2015 or prior, and their spouse/guest, will receive complimentary registration and housing for the ASBO International Annual Conference & Expo, not to exceed four days.

*(First Adopted: 02/2014; Last Revised: 02/2019)*

### **3. PRESIDENT**

#### **3.1. President Expenses and Recognition**

The President of ASBO International should be available to perform duties and responsibilities necessary to lead, enhance, and promote the Association's goals and purposes. Consequently, the President's expenses will be reimbursed in accordance with the amount approved in the budget and ASBO International travel policy. The President and Executive Director will endeavor to obtain Board approval for additional expenses; when not possible, the Executive Director will report the additional expenses to the Board within five business days.

To provide unique recognition of the President for their years of service to the Association, ASBO International will create a President's Fund of \$25,000 annually, or such annual cumulative amount as may be approved by the Board, in the annual ASBO International budget that may be used at the President's reasonable discretion for any of the following activities, so long as such activities do not create a material conflict of interest for the President and do not create any "private inurement" or impermissible "private benefit" (as defined by the IRS):

- Recognition event (e.g., President's Dinner) at the ASBO International Annual Conference & Expo or Leadership Forum, to include all reasonable travel costs for a reasonable number of the President's guests, including registration fees, lodging, and airfare, when so designated, pursuant to and consistent with ASBO International's travel policy.
- A reasonable number of additional Affiliate visitations not included on the Board-approved Affiliate visit schedule, including extra international visits, pursuant to and consistent with ASBO International's travel policy.
- A charitable contribution to the President's school district, scholarship foundation, or charity that benefits children, made in consultation with the Executive Director (so long as such recipients are tax-exempt 501(c)(3) organizations or governmental entities).
- Other ASBO International-related activities as expressly approved in advance by the Board of Directors.

*(First Adopted: 12/1987; Last Revised: 11/2020)*

#### **3.2. President's Gift**

Each year, the President will receive a token of appreciation, such as a ring or pin, that is consistent with budgetary appropriations.

*(First Adopted: 12/1987; Last Revised: 10/2019)*

## 4. EXECUTIVE DIRECTOR

### 4.1. Executive Director

The Executive Director is appointed by the Board of Directors, who will establish and maintain a current job description for the position. The Executive Director serves as Secretary/Treasurer of the Board and Chief Executive Officer of the Association, and is an ex-officio, nonvoting member of both the Board of Directors and the Executive Committee. In addition to the duties and authority set forth in ASBO International's Bylaws and Policy Manual, and within the constraints authorized in the annual budget, the Executive Director will carry out the following responsibilities:

- Serve as Chief Executive Officer and administrative representative of the Association, administering and coordinating all activities of ASBO International and implementing all decisions of the Executive Committee and/or Board.
- Employ and administer an office staff for positions approved in the annual budget and be responsible for supervision of the staff, administration of all employment policies and guidelines, and the settling of grievances and personnel problems.
- Ensure that the Executive Committee and/or the Board are fully informed of the conditions and activities of ASBO International together with such recommendations as deemed necessary.
- Plan, formulate, and recommend to the Board basic programs designed to further the objectives of ASBO International.
- Prepare an annual budget necessary to meet the estimated needs for the ensuing year and administer the budget as approved by the Board.
- Ensure that all statutory laws and the Articles of Incorporation, Bylaws, and Policy Manual governing ASBO International are followed.
- Establish and maintain working relationships with other organizations and the general public to enhance the position of ASBO International and its constituencies in accordance with ASBO International policies.
- Carry out all other assignments as may be delegated by the Executive Committee or the Board.

*(First Adopted: 12/1987; Last Revised: 11/2020)*

### 4.2. Headquarters Organizational Structure

ASBO International will employ necessary professional staff at the Headquarters office in accordance with an approved budget.

The Executive Director will be responsible for the Headquarters staff and will maintain current position descriptions. The evaluation of all Association staff is the responsibility of the Executive Director, who may delegate this responsibility to directors for staff subordinate to them.

A current organizational chart will be maintained and made available to the Board by the Executive Director. The Executive Director is responsible for making the Personnel Manual available to the Board.

*(First Adopted: 12/1987; Last Revised: 11/2004)*

### **4.3. Evaluation and Compensation**

The Board of Directors will annually evaluate the Executive Director, make contract amendments as determined by the Board, and set goals and objectives for the following year.

#### **4.3.1. Compensation**

As a 501(c)(3) organization, ASBO International follows Internal Revenue Code Section 4958 and its implementing regulations. The process includes the following elements:

- Review and approval of the evaluation instrument and revisions to the evaluation instrument by the Board. The final approved evaluation instrument will be provided to the Executive Director before the period under review commences.
- Evaluate the reasonableness of the compensation by reviewing data that document compensation levels and benefits for similarly qualified individuals in comparable positions at similar organizations (i.e., associations of similar budget size and in the same or a similar geographic region), securing current compensation surveys compiled by independent firms, or by hiring a compensation consultant.
- Ensure contemporaneous documentation and recordkeeping. The Board must document how it reached its decisions, including the data on which it relied, in minutes of the meeting during which the compensation is approved. A copy of the Executive Director's contract alone is insufficient.

*(First Adopted: 12/1987; Last Revised: 11/2021)*

### **4.4. Expenses**

ASBO International will reimburse the Executive Director for reasonable business expenses incurred in accordance with policy and the Employee Handbook, subject to submission of expense documentation and approval by the President or their designee.

*(First Adopted: 10/2002; Last Revised: 11/2020)*

## **5. TRAVEL AND REIMBURSEMENT GUIDELINES**

### **5.1. Travel Authorization**

The Board of Directors authorizes the Executive Director to establish procedures related to the necessary expenses incurred during approved work-related travel and the required reporting according to the following guidelines:

- Ensure that Board, staff, and others who travel on official ASBO International business are reimbursed in a timely manner.
- Set economic standards for travel so that all individuals are treated uniformly.
- Ensure the acquirement of travel expense documentation necessary to satisfy ASBO International's internal controls and Internal Revenue Service requirements.
- Provide a basis for consistent application of practices throughout the Association as defined in the scope of this regulation.

Board, staff, and others who travel on official ASBO International business who seek reimbursement should incur the lowest reasonable travel expenses and exercise care to avoid fiscal impropriety or the appearance of fiscal impropriety. If a circumstance arises that is not specifically covered in this travel policy, the most conservative course of action should be taken.

Business travel policies are aligned with Association reimbursement rules. All business-related travel paid with ASBO International funds must comply with Association expenditure policies.

#### **5.1.1. Personal Funds**

Travelers should review reimbursement guidelines before spending personal funds for business travel to determine if such expenses are reimbursable. ASBO International reserves the right to deny reimbursement of travel-related expenses for failure to comply with policies and procedures. ASBO International will not prepay any personal expenses with the intention of being "repaid" at a later time, nor will any personal expenses be reimbursed.

#### **5.1.2. Vacation in Conjunction with Business Travel**

In cases in which vacation time is added to a business trip, any cost variance in airfare, car rental, or lodging must be clearly identified.

#### **5.1.3. Cancellations**

Travelers who need to cancel travel must use the cancelled ticket for ASBO International business or reimburse ASBO International for the unused fare.

#### **5.1.4. Exceptions**

Occasionally it may be necessary for travelers to request exceptions to this travel policy. Requests for exceptions to the policy must be made in writing and approved by the Executive Director. Exceptions related to the Executive Director's expenses must be submitted to the President. In most instances, the expected turnaround time for review and approval is five business days.

### **5.2. Methods of Transportation**

#### **5.2.1. Airfare**

Travelers are expected to obtain the lowest available airfare that reasonably meets business travel needs. Travelers are encouraged to book flights at least 30 days in advance to avoid premium airfare pricing. ASBO International authorizes reimbursement for flight insurance.

#### **5.2.2. Rail Transportation**

ASBO International will reimburse rail transportation provided that the cost does not exceed the cost of the least expensive airfare.

#### **5.2.3. Vehicles**

ASBO International will pay for approved use of a personally owned or rental vehicle (see below)

- Automobile (personally owned). A valid driver's license and personal automobile insurance are required for expenses to be reimbursed. Drivers should be aware of the extent of coverage (if any) provided by their automobile insurance for travel that is business or not personal in nature. Reimbursement for use of a personal automobile is based on ASBO International's mileage rate.
- Automobile (rental). Reimbursement for a commercial rental vehicle as a primary mode of transportation is authorized only if the rental vehicle is more economical than any other type of public transportation, or if the destination is not otherwise accessible. Vehicle rental at a destination city is reimbursable. ASBO International authorizes reimbursement for the most economic vehicle available. In certain circumstances, larger vehicles may be rented with prior approval. Drivers must adhere to the rental requirements, and restrictions must be followed.
- When vehicle rentals are necessary, ASBO International encourages travelers to purchase collision damage waiver (CDW) and loss damage waiver (LDW) coverage. ASBO International will reimburse the cost of CDW and LDW coverage; all other insurance reimbursements will be denied.

Drivers should be aware of the extent of coverage (if any) provided by their

automobile insurance for travel that is business or not personal in nature.

### **5.3. Expense Reporting and Reimbursements**

Requests for reimbursements of travel-related expenses must be submitted on a Travel Reimbursement form. Reimbursement of travel expenses is based on documentation of reasonable and actual expenses supported by original or scanned itemized receipts.

Forms must be submitted within 60 days after the trip is completed. Travel Reimbursement forms not submitted within this time frame require exception approval from the Executive Director.

An individual may not approve their own travel or reimbursement. The Executive Director's Travel Reimbursement form must be signed by the President. The Executive Director will sign the Board members' Travel Reimbursement forms. Staff will follow policy outlined in the Personnel Manual.

Designated approval authorities are required to review expenditures and withhold reimbursement if there is reason to believe that the expenditures are inappropriate or extravagant.

#### **5.3.1. Meals**

Meals including gratuity should not exceed \$100 per day and may be purchased on an ASBO International credit card or reimbursed if paid personally. Original or scanned itemized receipts are required.

#### **5.3.2. Business Expenses**

Business expenses incurred while on travel status, including photocopies, Internet charges, data ports, and cell phone coverage for out of area service, can be reimbursed. Original or scanned itemized receipts are required.

#### **5.3.3. Parking and Tolls**

Original or scanned itemized receipts or documentation is required for parking fees (including airport parking) and tolls. The lodging bill can be used as a receipt when parking charges are included as part of the overnight stay.

#### **5.3.4. Miscellaneous Transportation**

Original or scanned itemized receipts are required for taxi, bus, subway, metro, ferry, and other modes of transportation.



### **5.3.5. Visas, Passport Fees, and Immunizations**

If these items are required for international travel, cost reimbursement is left to the discretion of the Executive Director. If approved by the Executive Director, original itemized receipts are required.

### **5.3.6. Non-reimbursable Travel Expenses**

The following items that may be associated with business travel will not be reimbursed by ASBO International:

- Airline club memberships
- Airline upgrades
- Business class or first class for flights
- Childcare, babysitting, house-sitting, or pet-sitting/kennel charges
- Commuting between home and the primary work location
- Costs incurred by traveler's failure to cancel travel or hotel reservations in a timely fashion
- Evening or formal wear
- Haircuts and personal grooming
- Passports, vaccinations, and visas when not required as a specific and necessary condition of the travel assignment
- Personal entertainment, including in-flight movies, headsets, health club facilities, hotel pay-per-view movies, in-theater movies, social activities, and related incidental costs
- Personal telephone calls
- Other expenses not directly related to the business travel

*(First Adopted: 12/2019)*

## **5.4. Credit Cards for the Board of Directors**

An internationally recognized corporate credit card will be provided for each member of the Board for association related expenses.

In certain situations, the business traveler may need to use the business card for an accompanying spouse or partner to obtain or confirm seats on the same flight or other carriage. In such situations, the business traveler must reimburse ASBO International immediately after or before the trip.

The monthly credit card statements will be sent to ASBO International. The individual cardholder will be responsible for submitting corresponding receipts and descriptions for all charges and credits in a timely manner so that the statements can be reconciled. Failure to provide receipts in a timely manner may result in forfeiture of the Association's credit card.

*First Adopted: 10/1989; Last Revised: 11/2021)*

## 6. BUSINESS AFFAIRS

### 6.1. Antitrust Avoidance

It is the Association's policy to be in strict compliance with all federal and state antitrust laws, rules, and regulations.

The antitrust laws prohibit certain combinations and agreements among competitors, and members of an association that can be considered competitors in the context of antitrust challenges even if their businesses (or professional practices) are not in the same geographic areas or in the same product lines (or professional fields or specialties). A member's conduct at all Association-sponsored or Association-scheduled meetings and events should comply with antitrust laws. The penalties for violations of the antitrust laws can be severe — not only for the Association, but also for its individual members.

Association members cannot come to understandings, make agreements, or otherwise concur on positions or activities that in any way tend to raise, lower, or stabilize prices or fees; divide up markets; or encourage boycotts. Each member must decide for themselves, without consultation with competitors, how to conduct their business (or their professional practice) and with whom to do business (or engage in professional practice). Specifically, members should not agree on:

- Current or future prices or fees, price or fee changes, discounting, regulation of production, and other terms and conditions of sale or of providing professional services. Price or fee discussions by competitors, if followed by parallel action among the competitors on pricing or fees, can lead to antitrust investigations or challenges.
- Allocating or monopolizing territories or customers. Any agreement by competitors to "honor," "protect," or "avoid invading" one another's market areas or product lines (or professional practice areas) would violate the law.
- Refusing to do business with those whose business practices they oppose. Competitors can discuss the policies or practices of suppliers, reimbursers, and other third parties, but they must never threaten directly or indirectly to act jointly to enforce changes to those policies or practices. Discussions followed by parallel action could trigger antitrust scrutiny.

Discussions of pricing, fees, or boycotts as part of Association-scheduled programming or at Association-sponsored meetings could implicate and involve the association in extensive and expensive antitrust challenges. Officers, directors, and members should not make any representations, publicly or privately, that appear to represent an official policy or position of Association without the express authorization of Association executives. The U.S. Supreme Court has determined that recommendations or exhortations in antitrust areas by individuals who might appear to represent an association in some capacity can likewise jeopardize an organization, so those in positions of responsibility for the Association must be especially cautious.

If any member is concerned that they may be in a “gray area,” that member should consult with Association’s senior executives who may consult legal counsel. If the conversation among competitors at an Association meeting turns to antitrust-sensitive issues, participants must discontinue the conversation until legal advice is obtained, or else leave the meeting immediately.

*(First Adopted: 06/2006; Last Revised: 11/2021)*

## **6.2. Conflict of Interest**

The purpose of the conflict of interest policy is to protect the Association’s interest when:

- It is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction; or
- An officer or director has other commitments that might present a challenge in terms of competing duties and responsibilities.

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.

### **6.2.1. Interested Person**

Any director, officer, or member of a committee who has a direct or indirect financial interest, as defined below, is an interested person.

### **6.2.2. Financial Interest**

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

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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 Policy 6.2.2., a person who has a financial interest may have a conflict of interest only if the

appropriate board or committee decides that a conflict of interest exists.

### **6.2.3. Competing Interest**

A person has a competing interest if the person has other duties and responsibilities by virtue of their employment or other volunteer commitments that may cause the potential for a conflict between the duty owed to the employer or other volunteer organization and the duty owed to the Organization. A competing interest might not be financial in nature.

### **6.2.4. Related Entities**

Any agreement between two or more of the Named Parties shall not be voidable due solely to the preexisting relationship of the parties. In approving contracts between the Organization and one or more of the other Named Parties, the Board of Directors shall place the interests of the Organization above the interests of the other Named Parties. The approval of any such contract shall be documented in the minutes of the Board of Directors.

### **6.2.5. Duty to Disclose**

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of any financial interest or other competing interest and all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

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

After disclosure of the financial interest or other competing interest and all material facts, and after any discussion with the interested person, he or she shall leave the 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.

### **6.2.7. Procedures for Addressing the Conflict of Interest**

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

The President of the Board or chair of the committee shall, if appropriate, appoint an impartial person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or committee shall determine whether the Organization can obtain a more advantageous transaction or arrangement with

reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest and for its own benefit and whether the transaction is fair and reasonable to the Organization. The Board or committee shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

#### **6.2.8. Violations of the Conflicts of Interest Policy**

If the Board of Directors or 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.

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

#### **6.2.9. Records of Proceedings**

The minutes of the Board and all committees with Board-delegated powers shall contain:

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

#### **6.2.10. Compensation**

A voting member of the board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. Compensation is defined in this instance as remuneration.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for

services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **6.2.11. Annual Statements**

Each director, officer, and member of a committee shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy;
- Has read and understands the policy;
- Has agreed to comply with the policy; and
- Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

An additional Conflict of Interest Disclosure Form should be completed by any director, officer, or member of a committee and given to the President if a conflict of interest arises during the year.

### **6.2.12. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable 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:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **6.2.13. Use of Outside Experts**

When conducting the periodic reviews as provided for in Policy 6.2.12., the Organization 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.

### **6.2.14. Confidentiality**

All officers, directors, or members of a committee are subject to a continuing obligation to maintain the confidentiality of information provided to them as a result of their service to the Organization which is sensitive or proprietary in nature and is reasonably expected to remain confidential. For example, and not intended to be a limitation, all board and committee discussions held in executive session, deliberations, personnel matters, financial matters, strategic plans, and other information of a confidential nature that has not been released by virtue of Board or committee minutes, reports or other documents that are intended for publication should be maintained as confidential.

*(First Adopted: 06/2006; Last Revised: 11/2021)*

## **6.3. Whistleblower Protection**

This Whistleblower Policy of ASBO International: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Association; (2) specifies that the Association will protect the person from retaliation; and (3) identifies where such information can be reported.

### **6.3.1. Encouragement of Reporting**

The Association encourages complaints, reports, or inquiries about illegal practices or serious violations of the Association's policies, including illegal or improper conduct by the Association itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Association has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Association's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

### **6.3.2. Protection from Retaliation**

The Association prohibits retaliation by or on behalf of the Association against staff or volunteers for making good faith complaints, reports, or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but who prove to be mistaken. The Association reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports, or inquiries or who otherwise abuse this policy.

### **6.3.3. Where to Report**

Complaints, reports, or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports, or inquiries. They should be directed to the Association's Executive Director or President. If both of those persons are implicated in the complaint, report, or inquiry, it should be directed to the Chief Operations Officer. The Association will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Association may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

### **6.3.4. Process of Action**

All complaints, reports, or inquiries will begin with investigation initiated by the President, Executive Director, or Chief Operations Officer. An initial investigation shall begin no later than five business days of the initial report. Outcome of the investigation will be reported to the President of the Board of Directors or the most senior officer of the Board of Directors if the investigation involves the President. The results of the investigation will be reported to the ASBO Board of Directors with appropriate resulting action recommended to the Board.

*(First Adopted: 06/2006; Last Revised: 11/2021)*

## **6.4. Auditor and Attorney**

### **6.4.1. Auditor**

In accordance with bylaws, all funds and accounts of the Association shall be audited annually following the close of the fiscal year.

At least once every five years, the Board of Directors shall issue a request for proposal (RFP) or use some other similar process for selecting an independent auditor licensed to practice and knowledgeable in association accounting to conduct the audit. The independent auditor also shall audit the activities accounts of the Association for report to the Board.

The auditor shall meet with the Finance and Audit Committee to discuss the draft audit report, make recommendations concerning its accounting records, procedures, and related activities as may appear necessary or desirable and shall perform such other related services as may be requested by the Board.

The audit firm or audit partner will be rotated not less than every five years.



### **6.4.2. Attorney**

The Association Attorney will:

- Be the legal counselor for the Board and the Association.
- Provide written legal opinions on specific subjects when requested.
- Provide verbal legal advice when requested.
- Review contracts and other written documents as necessary prior to signing by the designated Association officials.
- Be available for special services, at an extra fee, in connection with Association needs.
- Be paid on the basis of work performed and authorized by the Executive Director and/or the Board.
- In the event of court actions or extended litigation, the Board will appoint appropriate legal counsel in consultation with the Association Attorney.
- The Executive Committee of the Board of Directors, Executive Director, Chief Operations Officer, and Chief Business and Leadership Officer each have the authority to request legal counsel on behalf of the Association.

*(First Adopted: 10/1989; Last Revised: 11/2021)*

### **6.5. Budget/Budgeting System**

ASBO International will have a defined process and timeline for preparing, reviewing, adopting, and administering its annual operating budget.

ASBO International's fiscal year runs from April 1 to March 31.

Setting budget priorities and revising ASBO's strategic framework will occur at the annual October Board meeting. Staff will provide recommendations for the Board's consideration.

Budget preparation will follow the standards of ASBO International's Meritorious Budget Awards Program. Budget review will take place at the January Board meeting. The Board will adopt the budget at the February Board meeting.

The Finance and Audit Committee will review financial reports of the Association at least quarterly. An update will be provided to the Board at the following Board meeting.

*(First Adopted: 07/2004; Last Revised: 11/2021)*

### **6.6. Financial Audit**

The Executive Director will order an audit of the Association's financial statements following the close of each fiscal year, prepared by an independent certified public accounting firm in accordance with generally accepted accounting principles.

The draft audit reports will be submitted to the Audit and Finance Committee for its review. The auditor will present a summary of the audit to the full Board and will meet in executive session with the Board to address any issues that might have arisen during the audit, in the management letter, or in the Association's response to the management letter.

The audit report will be completed and submitted by the Auditor to the Board within five months after the close of the fiscal year.

Once the audit report has been presented to the Board of Directors, the audited financial statements will be made public by posting on the Association's website.

*(First Adopted: 11/2021)*

## **6.7. Review of IRS Form 990**

The Executive Director has the primary responsibility for reviewing Form 990 prior to its filing. The Executive Director will share the draft Form 990 (and, if applicable, Form 990-T) with the Audit and Finance Committee for its review and comment.

All directors of the Board will receive a complete copy of the draft Form 990 before it is filed with the Internal Revenue Service and will be given a reasonable opportunity to ask questions of the preparer or the reviewer regarding the form.

The Executive Director will sign the Form 990 (and, if applicable, Form 990-T) prior to filing.

*(First Adopted: 11/2021)*

## **6.8. Income Management**

### **6.8.1. Investments**

The ASBO International Board has a commitment to its members to properly manage and maximize any fund surpluses that may occur.

In accordance with both good business management procedures and the Association's obligations to the membership, the Executive Director will formulate an administrative regulation to provide for the proper investment of fund surpluses, subject to review by the Board.

- **Scope:** This investment policy applies to all of ASBO International's financial assets.
- **Objectives:** The primary objective is safety of principal, followed by

maximizing return on approved types of investments that meet the preservation of capital criterion. In addition, the timing and term of any ASBO International investment must be fully compatible with liquidity requirements of discharging all ASBO International financial obligations as they come due.

- **Selection of Financial Management Firm:** At least once every five years, the Executive Director shall issue a request for proposal (RFP) or use some other similar process for selection of an independent financial management firm licensed to practice.
- **Delegation of Authority:** The Executive Director is delegated the authority to make all investment decisions within the parameters of this policy statement. With the Executive Director's concurrence and supervision, the finance management firm is authorized to carry out details of the investment program, including researching the best available investment opportunities, contacting brokers and other investment advisors, arranging for necessary wire transfers of funds, and other actions associated with a well-managed investment program.
- **Prudence:** Investments will be made with judgment and care appropriate for prevailing circumstances. Capital safety will always be the primary concern.
- **Ethics:** All those involved in the investment process will refrain from any actual or apparent conflict of interest between ASBO International investment activities and personal activities.
- **Internal Control:** Under the direction of the Executive Director, the finance management firm will establish and follow appropriate internal control procedures while carrying out the investment program. These procedures will be subject to review by the ASBO International independent auditor.
- **Reporting:** The finance management firm will prepare monthly reports on ASBO International investments for the Executive Director. The Executive Director will make quarterly financial reports to the Finance and Audit Committee as part of the regular budget monitoring process. The reports will reflect the type of investment, term, rate/yield, and issuing activity.
- **Instruments:** Although selection of specific investment instruments is a function of investment management, these selections will meet criteria and be confined to the following types of investment instruments:
  - U.S. Treasury Obligations: Treasury bills, Treasury notes, Treasury bonds, and Treasury STRIPS with maturities not exceeding five years from the date of trade settlement.
  - Federal Instrumentality Securities: Debentures, discount notes, callable securities, step-up securities, and stripped principal or coupons with maturities not exceeding five years from the date of trade settlement issued by the following only: Federal National Mortgage Association (FNMA), Federal Farm Credit Banks (FFCB), Federal Agricultural Mortgage Corporation (FAMC), Federal Home Loan Banks (FHLB), Federal Home Loan Mortgage Corporation (FHLMC), and Private Export Funding Company (PEFCO).
  - 100% federally insured Certificates of Deposit (CDs) with a maturity of

three years or less at commercial banks or savings and loan institutions.

- Certificates of Deposit collateralized by U.S. Government Securities with collateral valued at 110% of the CD and marked to the market at least monthly.
- Repurchase agreements from recognized government dealers that are collateralized at 102% by U.S. Government Securities and held by the Trust Department or wholly owned investment subsidiary from an FDIC-regulated bank for ASBO International's benefit. The collateral will be marked to the market at least weekly. A Purchase Sell Agreement (PSA) with a maturity of three years or less should be signed by the government dealer, the custodian bank, and ASBO International.
- Money market mutual funds whose portfolio consists of U.S. Government Securities or broadly diversified money market instruments that maintain a net asset value of \$1.
- Commercial paper issued by domestic corporations with an original maturity of 270 days or less that is rated at least A-1, P-1, or the equivalent at the time of purchase by at least two NRSROs and rated not less by all NRSROs that rate the commercial paper. If the commercial paper issuer has senior debt outstanding, it must be rated at least AA-, Aa3, or the equivalent at the time of purchase by at least two NRSROs and rated not less by all NRSROs that rate the issuer.
- Highest rated bankers' acceptances with a stated maturity of 180 days or less and eligible as collateral at the Federal Reserve System.

*(First Adopted: 07/1988; Last Revised: 11/2021)*

## **6.9. Control of Funds**

### **6.9.1. Cash Reserves**

Cash reserves is defined as any cash or liquid account that can be converted to a fixed amount of cash within 60 days, less current liabilities net of deferred member dues.

ASBO International will strive to maintain adequate cash reserves in order to:

- Aid in the management of the Association's cash flow; and
- Place and maintain the Association in a sound fiscal position.

To further achieve this goal, the Association shall establish contingency and capital reserve funds.

### **6.9.2. Contingency Reserve**

The contingency reserve fund serves as a short-term operational backup by sustaining basic operations and core member services during a short-term downturn of revenue. ASBO International will maintain this reserve at a level that would cover at least 12 months of operating expenses, or longer periods when adequate funds are available. This would give ASBO International time to recover from any unforeseen financial interruption.

*(First Adopted: 06/2006; Last Revised: 11/2021)*

### **6.9.3. Capital Reserve**

The capital reserve provides a source of capital for the purchase or replacement of capital assets, including normal annual capital additions. ASBO International will attempt to maintain this reserve at a level to coincide with the long-term capital budget plans.

*(First Adopted: 02/1990; Last Revised: 11/2021)*

## **6.10. Signatory Authority and Disbursement Policy**

The purpose of this policy is to expedite payments to the Association's vendors, partners, and beneficiaries; to ensure the proper accrual and/or payment of the expenses and liabilities of the Association; to ensure significant purchases are included in the Association's fiscal budget; and to set forth the agents of the Association that will have the power to sign and execute contracts, checks, and other documents and thereby bind the Association.

The Executive Director, Chief Operations Officer, Chief Business and Leadership Officer, and Finance Manager have the authority to sign checks. Two signatures are required for checks for payments of \$10,000 or higher. Bank accounts and other financial institution signers are the Executive Director, Chief Operations Officer, and Finance Manager, only when specifically authorized by the Executive Director. The Executive Director will exercise the powers of the Board in managing and directing the business and, in conjunction with the President, will conduct the affairs of the Association between meetings of the Board.

### 6.10.1. Service Contracts and Agreements

Total Value of Agreement(s)	Term	Signature Required	Approval Required
Up to \$25,000	No longer than 24 months	Executive Director, Chief Operations Officer, Chief Business and Leadership Officer	No Board of Directors approval required
\$25,001 and up	Any term	Executive Director, Chief Operations Officer, Chief Business and Leadership Officer	Board of Directors approval required

The Executive Director, Chief Operations Officer, and Chief Business and Leadership Officer have the authority to approve and execute contracts for services on behalf of the Association in accordance with the following criteria:

If a proposed contract requiring Board approval is time sensitive or in an emergency situation, the Executive Director will promptly contact the President who, depending on the value of the agreement, will call for a Special Board Meeting. If it is not possible to conduct a meeting in the timeframe needed to act on the proposed contract, the President may authorize approval of the contract. The Executive Director will notify the Board within five business days.

### 6.10.2. Contract Extension and Renewal

Contract extensions can be executed by the Executive Director and staff authorized to sign contracts if the original contract was approved by the Board. Annual, single-year contracts of less than \$25,000 also can be renewed by the Executive Director, Chief Operations Officer, or Chief Business and Leadership Officer.

### 6.10.3. Contract Reporting

The Executive Director will provide a quarterly report to the Board of all contracts executed during the previous quarter. This report will reflect the name of the vendor, description of contracted service, start date and end date of contract, scope of work, and contract value.

### 6.10.4. Procurement Process

The Executive Director, Chief Operations Officer, and Chief Business and Leadership Officer have the authority to procure goods and services needed to maintain efficient and effective operations that are consistent with budgetary appropriations. This authority may be transferred to an appropriate staff director. Contracts and agreements may only be entered into per contract approval process and signed by the Executive Director, Chief Operations Officer, or Chief Business and Leadership Officer.

Contracts will be based on fair and equitable competitive business practices and will align with ASBO International's Code of Ethics policy.

To ensure goods and services of the best quality and price, procurements \$5,000 and less are considered discretionary purchases. Purchases above \$5,000 require the procurement process in accordance with the following criteria be utilized to ensure that the best value is being provided to the Association and its members.

<b>Total Value of Purchase(s)</b>	<b>Procurement Process Required</b>
\$5,001 to \$50,000	Requires two or more written quotes
\$50,001 and up	Requires an RFP process

Contracts for sole source providers, such as conference speakers, do not require a quote comparison or RFP process.

### **6.10.5. Emergency Purchases**

If a situation develops that is likely to result in immediate physical injury to persons, damage to the Association's property, interruption of Association operations, or significant financial loss to the Association if action is not taken immediately, limited emergency purchases can be made without following the competitive bid procedures if the Executive Director or designee so authorizes. Written documentation will be provided to the Board justifying such emergency purchases. Contracts for conference speakers and hotel contracts do not constitute an emergency.

*(First Adopted: 07/1988; Last Revised: 12/2019)*

### **6.11. Naming of Facility**

The Board recognizes the significant accomplishments of many individuals throughout its long history. While the Board will consider the authorization of appropriate plaques or memorials at the facility, it is not intended for the ASBO International Headquarters building to be named after an individual, vendor, or Affiliate.

*(First Adopted: 07/2000; Last Revised: 11/2019)*

### **6.12. Lease Space**

The Executive Director is authorized to lease space as required and provided for in the budget and to lease unused available office space as appropriate.

In the event the ASBO facility is leased to a third party, the Executive Director shall notify the Board of the terms of the lease within a timely manner.

*(First Adopted: 12/1987; Last Revised: 11/2021)*

## 6.13. Document Retention and Destruction

This Document Retention and Destruction Policy of the Association of School Business Officials International identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Association's documents and records.

### 6.13.1. Rules

The Association's staff, volunteers, Board of Directors members, and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (1) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Human Resources, Legal or Administrative staffs/departments or their equivalents; (2) no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation; and (3) no paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards.

### 6.13.2. Terms for Retention

The following information indicates the minimum requirements.

Type of Document	Minimum Requirement
Bank reconciliations	2 years
Duplicate deposit slips	2 years
Bank statements	7 years
Internal audit reports	3 years
Inventory records for products, materials, and supplies	3 years
Purchase orders	3 years
Accident reports/claims (settled cases)	7 years
Accounts receivable ledgers and schedules	7 years
Accounts payable ledgers and schedules	7 years
Checks	7 years
Contracts, mortgages, notes, and leases (expired)	7 years
Expense analyses/ expense distribution schedules	7 years



Invoices (to customers, from vendors)	7 years
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Vouchers for payments to vendors, employees, etc. (reimbursement for travel, etc.)	7 years
Timesheets	7 years
Withholding tax statements	7 years
Contracts (still in effect)	Contract period
Audit reports	Permanently
Bond issuances and ledgers, transfer registers, stubs showing bond issuances, debt issuances, etc.	Permanently
Correspondence – matters with a significant lasting consequence (legal and important matters)	Permanently
Deeds, mortgages, and bills of sale	Permanently
Depreciation schedules	Permanently
Year-end financial statements	Permanently
Insurance records, current accident reports, claims, policies, etc. (active and expired)	Permanently
Minutes, bylaws, and charter	Permanently
Patents and related papers	Permanently
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Trademark registrations and copyrights	Permanently

### 6.13.3. Exceptions

Exceptions to these rules and terms for retention may be granted in rare situations by the Executive Director or Board President if the category of record is not covered by any applicable federal and state laws.

#### **6.13.4. Document Destruction**

The Association should conduct an annual review of documents that exceed their retention period so they are properly disposed. Confidential documents must be securely destroyed to comply with privacy laws.

*(First Adopted: 12/1987; Last Revised: 11/2021)*

#### **6.14. Bonding of Officers**

To protect ASBO International's financial assets, the Association will procure a bond, in an amount sufficient to cover its liquid assets, on its officers and Headquarters staff responsible for handling financial transactions.

*(First Adopted: 10/1991; Last Revised: 11/2021)*

#### **6.15. Insurance Coverage**

The Executive Director will recommend insurance policies to the Board of Directors for approval. At a minimum, the Association will maintain policies for the following types of insurance coverage:

- General Liability Insurance
- Directors' and Officers' Liability
- Umbrella
- Property
- Fiduciary Liability
- Professional Liability
- Event Cancellation Insurance
- CyberRisk Insurance

*(First Adopted: 06/2006; Last Revised: 11/2021)*

#### **6.16. Gift Acceptance**

ASBO International solicits and accepts gifts and donations for purposes that will help the Association further and fulfill its mission. ASBO International urges all prospective donors to seek the assistance of personal legal and financial advisors in matters relating to their gifts, including the resulting tax and estate planning consequences. The Association will seek the advice of legal counsel in matters relating to acceptance of gifts when appropriate.

Unrestricted gifts and gifts for specific programs and purposes may be accepted, provided they are consistent with ASBO International's mission, purpose, and priorities. The primary consideration will be the impact of the gift or donation on the Association,

including the difficulty to administer the gift. The Executive Director may accept gifts to the Association valued at \$10,000 and below. Gifts valued at \$10,000 and above require Board of Directors approval.

*(First Adopted: 11/2021)*

## **7. MEMBERSHIP**

### **7.1. Dues**

The membership year will be for 12 consecutive months. If dues are received after the first day of the month, the membership begins on the first day of the following month.

Dues will be considered delinquent on the last day of the renewal month. Services and privileges will be suspended when dues are delinquent. If a membership is still delinquent three months after the renewal date, the membership will be cancelled.

All members will be subject to the annual payment of dues as set and approved annually by the Board of Directors, except Life members, Affiliate members, and Complimentary members. Life members, Affiliate members, and Complimentary members do not pay dues; however, they are still required to pay for all other Association products, services, meeting registrations, etc.

Dues will be paid in U.S. dollars or USD equivalent.

*(First Adopted: 07/1987; Last Revised: 11/2020)*

### **7.2. Voting Eligibility**

Voting eligibility is determined based upon the two membership categories: voting and nonvoting.

### **7.3. Voting Membership Categories**

There are four voting categories for the membership: School Business Professional, Affiliate Executive Director, Life, and Emeritus.

*(First Adopted: 10/2007; Last Revised: 11/2020)*

#### **7.3.1. School Business Professional Member**

Individuals meeting the following criteria are eligible for School Business Professional membership:

- An individual employed or independently/third-party contracted by a public school district, private school, parochial school, college, or university, etc., to perform school business functions in an administrative or supervisory capacity.
- An individual serving as a college or university faculty member of school business or educational administration.

- An individual employed by a state or provincial department of education or research laboratory.

### **7.3.2. Affiliate Executive Director**

An individual who is employed as the Executive Director, or in a senior leadership role as approved by the Executive Director, of an association affiliated with ASBO International.

### **7.3.3. Emeritus Member**

Individuals meeting the following criteria are eligible for Emeritus membership:

- An individual who holds an Active membership in ASBO International at the time of their retirement from the field of school business administration.
- An individual who opts not to continue membership as an Emeritus member at the time of their retirement will be eligible for Emeritus membership at any future date.
- An individual who becomes re-employed in any area of school management or related endeavors cannot hold an Emeritus membership. If they are eligible for any other category of membership, they must select that category, i.e., School Business Professional, Industry Supplier, Affiliate Executive Director.

### **7.3.4. Life Member**

Life members receive the same benefits as School Business Professional members. Past Presidents of ASBO International receive a Life membership. If a Life member becomes eligible for the Industry Supplier category, all voting rights are suspended during that eligibility period.

*(First Adopted: 07/1987; Last Revised: 11/2020)*

## **7.4. Nonvoting Membership Categories**

There are six nonvoting membership categories.

### **7.4.1. District-Level Membership**

An individual who is currently employed by a school district in a non-curriculum role.

### **7.4.2. Publications Member**

An individual or institution that wants to receive Association publications but not participate in any other Association activity.

### **7.4.3. Industry Supplier**

An individual who is commercially interested in the field of school business management. This category includes consultants.

### **7.4.4. Affiliate Member**

A school business professional/practitioner in good standing of an ASBO International Affiliate or affiliated organization is an Affiliate member when that Affiliate has entered into an agreement with ASBO International to be part of the ASBO International online network.

### **7.4.5. Affiliate Staff**

An individual who is employed by an Affiliate of ASBO International and is not eligible for another membership category.

### **7.4.6. Complimentary Member**

An individual or group ASBO International works with to promote the profession and/or the Association.

*(First Adopted: 07/1987; Last Revised: 11/2020)*

## **7.5. Diversity, Equity, and Inclusion**

ASBO International is fully committed to promoting diversity, equity, and inclusion throughout the Association. Our strength comes from the diversity of our members, leadership, staff, and others who contribute to the mission of the Association, and we celebrate the qualities that make each person unique, including race, gender identity, ethnicity, culture, religion, belief system, and other qualities, visible and invisible.

ASBO International recognizes that diversity, equity, and inclusion are integral to the Association's current and future success, and we are committed to ensuring everyone's voice is valued and heard and that everyone has equal opportunity to grow, contribute, and develop.

*(First Adopted: 06/2006; Last Revised: 11/2020)*

## **7.6. Member Harassment Policy**

ASBO International is committed to an environment in which all individuals are treated with respect and dignity. This includes all ASBO members, employees, and program participants. Everyone has the right to learn and participate in a professional environment that promotes equal opportunities and prohibits discriminatory practices, including harassment. Therefore, ASBO International expects that all relationships

among persons will be business-like and free of bias, prejudice, discrimination, and harassment.

In order to keep this commitment, ASBO International maintains a strict policy of prohibiting unlawful harassment of any kind, including sexual harassment and harassment based on race, color, religion, national origin, sexual orientation, gender identity or expression, sex, age, physical or mental disability, or any other characteristic protected by state, federal, or local employment discrimination laws.

#### Definition of Sexual Harassment

Sexual harassment includes, but is not limited to, making unwanted sexual advances and requests for sexual favors where either:

- Submission to such advances, requests, or conduct is made an explicit or implicit term or condition of participation in an ASBO International program or event; or
- Submission to or rejection of such advances, requests, or conduct by an individual is used as the basis of membership decisions affecting such individual; or
- Such advances, requests, or conduct have the purpose or effect of substantially interfering with an individual's performance or creating an intimidating, hostile, or offensive environment.

Members or program participants who violate this policy are subject to discipline up to and including the possibility of immediate membership revocation or removal from the program or event without a refund of any dues, fees, or other payments made to ASBO International.

Examples of unlawful harassment include, but are not limited to:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs, or unwanted sexual advances, invitations, or comments.
- Visual conduct such as derogatory and/or sexually oriented posters, photography, cartoons, drawings, e-mail, faxes, or gestures.
- Physical conduct such as assault, unwanted touching, blocking normal movement or interfering with work directed at an employee because of the employee's sex or other protected characteristic.
- Threats and demands to submit to sexual requests in order keep one's volunteer position or avoid some other loss and offers of benefits in return for sexual favors.
- Retaliation for having reported or threatened to report unlawful harassment.

Any individual who believes they been harassed should promptly report the facts of the incident or incidents and the names of the individual(s) involved to the Executive

Director and President, or in the alternative, to the Chief Operations Officer. Upon receipt of a complaint, the Association will undertake a prompt, thorough, objective, and good faith investigation of the harassment allegations.

Members and program participants will not be retaliated against for filing a complaint and/or assisting in a complaint or investigation process. Further, ASBO International will not tolerate or permit retaliation by any member or program participant against any complainant or anyone assisting in a harassment investigation.

*(First adopted: 11/2021)*

## **7.6. Member Privacy**

The Association respects the privacy of members and takes appropriate precautions to safeguard personal information. The data collected in surveys, registrations, and feedback forms are used for the following purposes:

- To process member requests for information, event registration, or other services.
- To keep members informed of upcoming activities or important news.
- To request information from members about how the Association can better serve member needs.

The privacy statement on [asbointl.org](http://asbointl.org) sets out the privacy principles that ASBO International follows with respect to the collection, use, and disclosure of information that is provided to the organization.

*(First Adopted: 06/1987; Last Revised: 11/2021)*

## **7.7. Membership Suspension and Termination**

The ASBO International Board of Directors may suspend or terminate the membership of any member for cause after providing the member with due process.

The Board will assign violations to the Ethics Committee to review and investigate.

Within five business days of the assignment from the Board, the Chair of the Ethics Committee will notify the affected party in writing of the infraction.

The Ethics Committee will meet to conduct a review of the infraction and will make a recommendation to the Board of Directors within 20 business days of receipt of the complaint.

A notice of the charges will be sent by certified or registered mail to the affected party at least 20 business days before final action is taken.



The affected party is entitled to a hearing conducted by the ASBO International Board of Directors in a manner mutually and reasonably acceptable to all parties. The affected party may waive this right in writing.

Following the hearing, or subsequent to a written notice from the affected party waiving their rights for a hearing, the ASBO International Board of Directors shall determine its course of action. Such action requires a two-thirds vote. The Board must vote within 40 business days of the Ethics Committee's recommendation.

*(First Adopted: 10/2009; Last Revised: 11/2021)*

## **8. PROGRAMS AND SERVICES**

### **8.1. Community Partner/Industry Relationships**

To assist in fulfilling our mission and goals, the Association may enter into an agreement, sponsorship, and or/working arrangement with organizations, including other associations, companies, foundations, and individuals. It may also be necessary to maintain contacts/liasons or to sponsor various associations, councils, and/or policy boards. Such relationships are intended to be mutually beneficial to the Association, its members, and the third party.

The following should be taken into consideration when entering into an agreement, sponsorship, and/or working arrangement.

#### **8.1.1. General Principles**

- The mission, vision, and values of the Association must drive the proposed activity.
- The relationship must be evaluated by the Association on an ongoing basis to determine the effectiveness of the affiliation.
- The relationship must maintain Association and Board of Directors objectivity.

#### **8.1.2. Corporate Partner Guidelines**

- Partnerships do not imply the Association's endorsement of an entity or its policies.
- Relationships must not permit or encourage influence by the Corporate Partner on the Association.
- ASBO International does not offer product exclusivity.
- Activities will be funded from multiple sources whenever possible.
- The names of business and for-profit organizational partners and their logos will be used for identification and recognition rather than commercial purposes.
- The Association retains approval rights of articles, news releases, or other editorial content the corporate partner creates that mentions the Association prior to distribution.

#### **8.1.3. Signatory Authority and Approval**

The Executive Director, Chief Operations Officer, and Chief Business and Leadership Officer have the authority to approve and execute contracts for partnerships on behalf of the Association in accordance with the following criteria:

The Executive Director is responsible for obtaining the Board of Directors' authorization annually for the minimal financial commitment at each Corporate Partner level.

#### **8.1.4. Contract Reporting**

The Executive Director will provide a quarterly report to the Board of all Corporate Partner contracts executed during the previous quarter. This report will reflect the name of the company, partner level, and contract value.

*(First Adopted: 08/19; Last Revised: 11/2021)*

### **8.2. Joint Venture**

For the purposes of this policy, a Joint Venture means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the Association controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes.

For purposes of this policy, the term Joint Venture does not include a venture or arrangement where (1) 95% or more of the venture's or arrangement's income for its tax year ending with or within the Association's tax year is described in Section 512(b) of the Internal Revenue Code (unrelated business income), and (2) the primary purpose of the Association's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

#### **8.2.1. Review and Approval**

Prior to either entering into a Joint Venture or amending the terms of an existing Joint Venture, all documents proposed to be executed by or otherwise binding on the Association must be submitted to the Executive Director and approved by the Board of Directors.

#### **8.2.2. Tax Exemption Requirement**

The Association will negotiate in its Joint Ventures such terms and safeguards adequate to ensure that the Association's tax-exempt status is protected. Such safeguards will be set forth in the Joint Venture documents and, whenever feasible under the particular circumstances of the proposed Joint Venture, include statements that:

- Assure that the Joint Venture furthers the tax-exempt purpose of the Association.
- Provide that the Association has sufficient control over the Joint Venture to ensure that the Joint Venture at all times will be operated and managed in a manner that furthers the tax-exempt purpose of the Association.
- Require any duty that the Joint Venture participants, the members of the Joint Venture's governing bodies, or the Joint Venture's officers may have to

maximize the Joint Venture's profits or to take, or refrain from taking, any other action is overridden by the duty to faithfully satisfy the exempt purposes of the Association without regard to the consequences for maximizing profitability.

- Assure that the Joint Venture does not directly or indirectly engage in any activities that would jeopardize the Association's exemption (such as political intervention, substantial lobbying or direct political contributions or support).
- Provide that the Association receives ownership interests in the Joint Venture that are proportional and equal in value to the ownership interests to be received by the other Joint Venture participants.
- Require debt of the Joint Venture not be guaranteed by the Association in a manner that could cause the Association to be responsible for more than its proportional share; and
- Require that sufficient operating controls be implemented at the Joint Venture to ensure all contracts and transactions involving the Association and the Joint Venture are on an arms-length basis (or more favorable to the Association).

*(First Adopted: 7/1999; Last Revised: 08/2019)*

### **8.3. Education Hours**

#### **8.3.1. Certified Administrator of School Finance and Operations (SFO) Contact Hours**

Professional development programs that correlate to the SFO exam domains and are at least 50 minutes in length are accepted for SFO recertification contact hours. Contact hours for SFO recertification may be earned by attending ASBO International professional development events and through professional development offerings, including those provided by ASBO International Affiliates. To receive SFO contact hours for SFO-eligible sessions, attendees must be able to provide attendance verification. Approval of contact hours from an external entity requires supporting documentation such as a certificate of completion or attendance.

#### **8.3.2. Continuing Professional Education (CPE) Credit**

ASBO International is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. Attendees are eligible to earn CPE credit at ASBO International professional development events and through professional development offerings, by NASBA-registered providers where CPE credit is identified, including those provided by ASBO International Affiliates and other external entities. To receive CPE credit for CPE-eligible education sessions, attendees must comply with NASBA-established requirements for the event type, including attendance verification. All sessions are offered at a basic program level and require no program prerequisites or advance preparation. State boards of accountancy have the final authority on the

acceptance of individual courses for CPE credit.

### **8.3.3. Certified Association Executive (CAE) Credit**

Attendees are eligible to earn CAE credential hours at ASBO International professional development events where CAE credit is identified. ASBO International is a CAE-approved provider for the specified events and offers education that meets the CAE Commission's standards for helping professionals earn or maintain the CAE credential. Each session that qualifies for CAE credit will clearly identify the number of credits granted for full participation, and ASBO International will maintain records of attendees' participation in accordance with CAE policies.

*(First Adopted: 02/1991; Last Revised: 08/2019)*

## **8.4. Professional Development Events**

The dates, locations, and fees (registration and exhibits) for the Association's professional development conferences are approved by the Board of Directors.

*(First Adopted: 12/1987; Last Revised: 11/2021)*

## **8.5. Refund Policy**

Cancellation fees, refund schedule, and method of notice is stated on each professional development event registration form and is at the discretion of the Executive Director.

*(First Adopted: 06/2006; Last Revised: 08/2019)*

## **8.6. Research Policy**

Research projects and education initiatives will be reviewed by the Executive Director or a designee to ensure that project scope is consistent with the Association's strategic plan objectives, benefits the overall membership, is compatible with the tools and resources available, and aligns with the Association's mission, vision, and values.

Research projects and other intellectual property created or owned by the Association, where practical, will be Copyright or Trademark protected in the name of the Association.

*(First Adopted: 08/2019)*

## **9. COMMITTEES**

### **9.1. Committee Structure**

The Board of Directors will identify and maintain a committee structure to assist with Association governance issues, provide timely and expert consultation, and assist with Association programs.

The Board of Directors will adopt and approve annually a Committee Manual.

### **9.2. Strategic Goals**

Committee charges will stem from the strategic plan and will advance the Association's mission and goals.

Ad hoc committees may be appointed by the Board of Directors at any time in accordance with the ASBO International Bylaws. Upon completing their charge, ad hoc committees will disband.

### **9.3. Committee Liaisons**

Members of the Board of Directors may serve on committees and will be asked to serve as Board liaisons. The Board liaison will report on committee activities as appropriate. Board of Directors members may not chair, or vice chair an advisory committee.

Staff members will be appointed as staff liaisons to respective committees.

### **9.4. Authority**

Committees have no authority to sign contracts, incur debt, or speak for the Association without explicit delegation of the Board of Directors. Committee chairs may not have stationery, notepads, or business cards to imply that they can speak for the Association.

### **9.5. Committee Original Works**

All products generated by a committee convened by ASBO International are the sole property of ASBO International and no member of the committee may use the project deliverables and intellectual properties or any other works of the group to derive personal gain.

*(First Adopted: 07/2000; Last Revised: 12/2019)*

## **9.6. Independent Commissions**

The Board of Directors may establish independent commissions to address specific issues of importance that require governance outside of the Board of Directors. The Committee Manual will identify the functions of any independent commissions.

*(First Adopted: 12/2019)*