Chapter Policies and Procedures

[Template]

[This document is a template to provide NSA Chapters with an easy format from which to
draft their Policy Manual. The Policy Manual complements your Chapter Bylaws
document, providing further information on how you will operate your organization
consistently with your Chapter Bylaws. This Chapter Policies and Procedures Template is
intended to serve as a resource for Chapters by offering sample policies and procedures
which may be used as a starting point for Chapters to consider. Please adopt, adapt and
expand these sample policies as needed.]

I. Actions and Amendments

Policies and Procedures are written rules made by the Board of Directors that
serve as the operational supplement to the Chapter Bylaws. They can also be
changed by the Board of Directors by a majority vote at a business meeting. A
policy or procedure which would conflict with the Chapter Bylaws or the
Association Bylaws may not be enacted.

II. Definition of a Chapter

A. An NSA Chapter is defined as a geographically-based community of NSA
members, formally recognized by NSA, meeting locally to support advanced
professional development, camaraderie and networking.

III. Maintaining Chapter Charter

A. [Insert Chapter Name] will furnish bylaws to NSA headquarters to maintain the
present charter.

B. Chapter Bylaws will be consistent with NSA Bylaws, as they may be revised by
NSA from time to time.

C. The Chapter will renew its national affiliation on an annual basis (see Section III
– Affiliation Agreement).
IV. **Chapter Affiliation and Compliance**

[Insert Chapter Name] will file an Affiliation Agreement with NSA annually in compliance with NSA policy. Along with the Affiliation Agreement, the chapter shall submit on September 1:

1. List of current Officers/Board Members
2. Financial Policies
3. Member Roster (including name, phone number, email address)
4. Basic programming calendar for the next 12 months
5. Annual affiliation fee of $150 (which goes toward the improvement and development of NSA chapter services)
6. Bylaws
7. An Antitrust Compliance Statement
8. Filed 990’s
9. Evidence of annual report filing or Certificate of Existence

V. **Incorporation and (optional) Chapter Director and Officer Insurance**

Any annual filing and fees required by the Department of State are the responsibility of the Chapter. NSA will not require its chartered Chapters to carry Director and Officer (D & O) or Association Professional Liability (APL) insurance. However, NSA encourages the Chapters to investigate D & O or APL insurance, which may provide certain liability protection for the chapter and its current and former directors and officers of the Chapter.

A. [Insert Chapter Name] will be incorporated with the State of (Insert State).

B. [Insert Chapter Name] will file the required annual filing and fees required by the [Insert State] Department of State.

C. [Insert Chapter Name] has chosen to and will purchase Director and Officer (D & O) or APL Insurance for itself and its current and former directors and officers.

VI. **Bylaw Amendments**
A. Chapter Bylaw amendments will be submitted to the Chapter Leadership Committee for approval prior to implementation.

VII. Apparent Authority
A. The Chapter shall take all steps as may be necessary to avoid any direct or indirect concept or appearance that it has apparent or real authority, expressed or implied, to bind or otherwise obligate NSA in any way for any act or omission of the Chapter, its officers, directors, employees, agents and members. Chapter agreements shall contain a statement that the Chapter is an entity separate and distinct from NSA.

B. It is the policy of [Insert Chapter Name] that any communication or statement on behalf of the Chapter must authorized by the Chapter President, Board or staff. No individual may make a statement on behalf of the Chapter without such authorization. No statements shall be made by Chapter leaders, either verbal or written, that conflict with the position or policy of the Chapter. Because those persons holding leadership positions in the Chapter may be perceived as having authority to speak on behalf of the Chapter, such persons shall, unless authorized to speak on behalf of the Chapter, begin any statement by indicating that the opinions they express are theirs personally and not those of the Chapter.

VIII. Social Media Policy
The following are generally accepted guidelines that serve as [Insert Chapter Name]’s policy and shall be considered when using the Chapter’s social media sites:

A. Members should continue to follow the guidelines in the Ethics & Code of Conduct and Apparent Authority sections of this policy manual.

B. The member is personally responsible for the content he or she posts. Members must post responsibly and should remember to protect their own privacy.

C. Members must not publish any confidential or proprietary information on a social site.

D. Members must not discuss other NSA members, clients, vendors or other partners without their approval and should link back to the original source whenever possible.

E. Members must not post insults, obscenity, racial slurs or ethnic slurs. Members must be respectful when addressing sensitive subjects like religion and politics.

F. Members must be aware of and respect copyright, fair use and financial disclosure laws.
G. Members should post information to social media/the web to contribute to the knowledge pool. Whenever possible, post content that adds value to social friends and followers.

IX. Logos, Symbols and Intellectual Property
A. [If the Chapter elects to create a Chapter logo] [Insert Chapter Name] will incorporate the NSA logo into the Chapter logo design without altering the NSA logo.

B. [Insert Chapter Name] will comply with all policies, procedures and regulations as may be adopted from time to time by the compliance, membership procedures, and use of trademarks, copyright and other intellectual property that is owned by or claimed by NSA.

C. Use of the national organization’s distinctive membership logo is a benefit of professional membership; non-members may not use the logo. The Chapter will encourage only professional members in good standing to promote their membership in the organization and what it stands for by using the NSA logo on business cards, resumes and other such self-promotional items.

D. The NSA Logo must consistently be used in the same format, proportioning, type font and appearance as it appears on the master logo from NSA Headquarters.

E. Members must not place the NSA (and/or Chapter) logo(s) on their products.

F. Questions about proper logo usage may be directed to the NSA Headquarters at 480.968.2552 or memberservices@nsaspeaker.org. NSA reserves the right to cancel or prohibit the use of its logo to any Chapter or member who violates logo usage policy. In the event legal action becomes necessary to enforce its trademark rights, NSA will be entitled to recover damages and attorney’s fees from anyone who utilized its trademark in an unauthorized manner.

X. Meetings & Minutes

A. EDUCATIONAL CHAPTER MEETINGS

1. Meetings of the [Insert Chapter Name] shall be open to Professional Members of NSA in good standing, NSA Speaker Academy Members in good standing, (and guests or affiliates as determined by the Chapter).

2. Meetings of the [Insert Chapter Name] shall be held [insert: quarterly the second Saturday of the month/monthly the first Friday of the month/as per the posted website calendar [insert link]].
3. Non-members will pay a non-member meeting rate of ___ and are eligible to attend up to [X number of meetings] annually.

4. Meetings will not be held one week prior to, nor one week after, the NSA Convention or NSA Conferences.

B. ANNUAL BUSINESS MEETING/ELECTIONS

1. An annual business meeting of the Chapter Membership for the election of officers and directors and for the transaction of other business relative to the affairs of this Chapter shall be held once each year at a time and place as designated by the Chapter Board.

2. The Chapter Secretary shall send notice of the annual meeting to each voting member of the Chapter in advance of the meeting as required by the law of the jurisdiction of the chapter's incorporation.

C. SPECIAL MEETINGS

1. Special meetings may be held in accordance with the Bylaws.

2. The Secretary shall send notice to the voting Members of the Chapter as required by the law of the jurisdiction of the chapter's incorporation.

3. [Chapters may wish to include descriptions of any regularly occurring special meetings in this section]

D. CHAPTER BOARD OF DIRECTORS MEETINGS

1. Discussion at meetings will be limited to published agenda topics unless the appropriate Chapter officer has approved additional topics.

2. The Chapter will operate in an environment of transparency and accountability. Accountability to any and all commitments by volunteers and staff is crucial.

3. Minutes

   I. Minutes shall be recorded in writing for all meetings of the [Insert Chapter Name] Board of Directors and Chapter membership, including Executive sessions. Minutes shall be recorded in a manner as to
reflect the actions, motions and statements of the board, without recording superfluous discussions.

II. Minutes shall be distributed/made available to members of the [Insert Chapter Name] Board of Directors in the case of Board meetings, and chapter members in the case of chapter meetings, within [##] days of the meeting. If any audio or video recording was made of the meeting, it shall be destroyed upon approval of the minutes.

III. If distribution of the Minutes is by electronic means, or posted to the Chapter website, the file shall be in the format of a PDF to protect against unauthorized editing of a word processor document.

4. Consent Agenda

I. The President of [Insert Chapter Name], in consultation with the Board of Directors, may place items on a consent agenda, (for example committee or staff reports.) This requires that all reports be submitted in writing [##] days prior to the official Board meeting.

II. By using a Consent Agenda, the Board agrees to the consideration of these items as a group under one motion.

III. Consent items are those which usually do not require discussion or explanation prior to Board action, are non-controversial and/or similar in content, or are those items which have already been discussed and/or explained and do not require further discussion or explanation.

IV. An individual Board member may remove items from the Consent Agenda by making a timely request of the President (prior to the vote on the Consent Agenda). The request does not require a second or a vote by the Board. Any items removed, will then be discussed and acted upon separately.

5. Executive Session

I. Prior to calling an executive session of the Chapter Board of Directors (closed-door session without staff), a motion must be passed by the Board of Directors to identify topics to be discussed.
II. Discussion will be framed by, and limited to, the topics identified in the approved motion.

III. After the meeting, actions of the executive session shall be recorded in the official meeting minutes of the current or next immediate board meeting, summarizing what was discussed and any decisions made in the executive session.

6. Board Retreats

I. Once a year the Board will hold a retreat for the Directors for the purpose of strategizing and planning Chapter activities and meetings for the coming year.

II. The Chapter Board or President may also elect to have an additional annual Chapter Retreat which may include additional persons holding status with [Insert Chapter Name] as invited by the Board or the President.

XI. Self-Promotion, Member Privacy and Ethics & Code of Conduct

A. Self-Promotion: [Insert Chapter Name] shall require that all Presenters refrain from selling or promoting products and services during their presentations. The Chapter also maintains the policy that Members will not use the Chapter's website or social media sites to sell or promote their products and services (excluding the usage of the Chapter's Find a Speaker Directory).

B. Member Privacy/Selling Contact Information: The Chapter maintains member privacy via a strict policy against the selling or distribution of member contact information to any external individual or organization.

C. Ethics/Code of Conduct: [Insert Chapter Name] adheres to the NSA Code of Ethics, which appears below. Violations of this Code are determined in accordance with NSA's bylaws, policies and procedures. Any disciplinary action will be binding and final upon the NSA member and without recourse to the Association, its officers, members or staff.

**Article 1. Representation** The NSA member has an obligation to oneself and to NSA to represent oneself truthfully, professionally and in a non-misleading manner. The NSA member shall be honest and accurate in presenting qualifications and experience in the member's communication with others.
Article 2. Professionalism  The NSA member shall act, operate his/her business, and speak in a most professional and ethical manner so as neither to offend nor bring discredit to oneself, the speaking profession or one's fellow NSA members.

Article 3. Research  The NSA member shall exert efforts to understand each client's organization, approaches, goals and culture in advance of a presentation, in order to professionally apply one's expertise to meet each client's needs.

Article 4. Intellectual Property  The NSA member shall avoid using—either orally or in writing—materials, titles or thematic creations originated by others unless approved in writing by the originator.

Article 5. Respect & Collegiality  The NSA member shall maintain a collegial relationship with fellow members based on respect, professional courtesy, dignity and the highest ethical standards.

Article 6. Confidentiality  The NSA member shall maintain and respect the confidentiality of business or personal affairs of clients, agents and other speakers.

Article 7. Business Practices  The NSA member is obligated to maintain a high level of ethical standards and practices in order to assist in protecting the public against fraud or any unfair practice in the speaking profession and shall attempt to eliminate from the profession all practices that could bring discredit to the speaking profession.

Article 8. Diversity  The NSA member shall not participate in any agreement or activity that would limit or deny access to the marketplace to any other speaker, to a client, or to the public. This shall include but not be limited to economic factors, race, ethnicity, creed, color, sex, age, sexual orientation, disability, religion, or country of national origin of any party.

XII. Sexual Harassment & Diversity/Inclusion
A. [Insert Chapter Name] is committed to providing an environment that is free from discrimination and unlawful harassment in any form. In keeping with this commitment, we maintain a strict policy prohibiting any kind of unlawful harassment or discrimination, including racial, sexual, ethnic, handicap, age, or religious harassment. NSA's policy specifically prohibits sexual harassment by or against any member, officer, director, staff, volunteer or any other person engaged in any official NSA activity, including, but not limited to, meetings, events, education programs, committee activities, social events, and day-to-day operations.
B. Sexual harassment (both overt and subtle) is a form of member and/or employee misconduct that is demeaning to another person, undermines the integrity of the organization, creates a hostile or offensive organization working environment, and is strictly prohibited. Sexual Harassment includes:

1. Quid pro quo sexual harassment where opportunities are conferred based on the granting of a sexual favor.

2. The creation of a hostile environment to the extent that a member or NSA Academy candidate feels coerced or intimidated.

3. Words or actions are considered unlawful sexual harassment if, among other things, they are (1) sexual in nature, and (2) unwelcome.

C. Any member or employee who becomes aware of possible sexual or other unlawful harassment or wants to report an incident of sexual or other unlawful harassment should promptly report the matter to the President or Legal Counsel who will handle the matter in a timely and confidential manner. Members and employees can raise concerns and make reports without fear of reprisal or retaliation. Anyone engaging in sexual or unlawful harassment will be subject to disciplinary action, up to and including termination.

D. [Insert Chapter Name] is committed to providing an environment of diversity and inclusivity among the membership, leadership and staff.

E. In principle and in practice, the Chapter values and seeks diverse and inclusive participation within the field of Professional Speaking.

F. [Insert Chapter Name] promotes involvement and access to leadership opportunity to all members regardless of race, ethnicity, gender, religion, age, sexual orientation, nationality, or disability.

XIII. Finance/Taxes

A. Chapter Credit Card/Monies

Any credit card/monies provided by [Insert Chapter Name] for business use by a member or staff is for association business use only. Members/staff may not, under any circumstance, use the credit card/monies for personal purchases nor for guaranteeing any type of personal reservations (hotel, rental cars, etc.) nor for any other non-chapter-related business use.

1. For all business purchases made, a receipt must be acquired from the seller.
2. The monthly statements for credit card accounts must be mailed to the [Insert Chapter Name], Attention: Treasurer.

3. Any personal use of the chapter business credit card/monies will constitute an ethics violation and will be filed with the national NSA Board of Directors Ethics Committee (or may be grounds for termination in the case of a staff member).

B. Expenditures

1. Liabilities
   
   I. The Chapter Board shall not assume liabilities on behalf of the Chapter for an amount in excess of the current funds of the Chapter.

   II. The Chapter shall never pay, assume or become responsible for the personal or unapproved debts or liabilities of any individual Member, Officer or Director of the Chapter.

2. Charitable Contributions
   
   I. The Chapter Board may, from time to time, and as funds allow, allocate up to [$$] in Chapter funds to be donated to a charitable cause. Such charitable causes will be determined by the Board.

C. Refunds

1. Any member resigning from membership shall not be entitled to any refund of dues or other fees. The resigning member remains obligated to pay any outstanding indebtedness to the Association up to the date of resignation. Upon resignation, a resigning individual shall have no rights or claim against the Association after the end of the period for which they have already paid dues.

2. Any allowable refunds (for example: Chapter meeting registration fees) will be paid via a check drawn on the Chapter’s bank account.

D. Financial Records

1. The [Insert Chapter Name] will have an independent bank account with a minimum of two (2) signers.

2. The Chapter will reconcile bank statements to accounts monthly.

3. The Chapter Board of Directors will appoint a qualified person not serving on the Board of Directors to review the financial records and
statements according to the Chapter bylaws. This person ('qualified reviewer') does not need to be a CPA but must be able to read and understand basic financial statements. The 'qualified reviewer' may not have served on the Board of Directors during the year being reviewed.

4. The 'qualified reviewer' shall carry out the following procedures within 60 days of the end of the Chapter fiscal year:

I. Meet with the Treasurer and staff (whoever maintains the books, writes checks, reconciles bank statements and carries out other accounting duties)

II. Select the financial statements from the final month of the Chapter's fiscal year and randomly select one other month
   a. Review the bank reconciliation and the bank statement and verify that the cash balance reconciles
   b. Select at least 3 expense checks from each month and review the invoice, documentation and evidence of approval (This could be an email from the President or Treasurer or it could be a routine expenditure approved by the Board in the annual budget. If relying on approval in the annual budget, review the meeting minutes where the Board approved the budget.)

III. Review the finance policy and interview the Treasurer to determine who can sign checks, has access to funds, or can move money by phone or online.

IV. Compare to Chapter policies and procedures to be sure it is in alignment.

V. For year-end
   a. Compare the final revenue and expense totals to the budget and investigate any significant differences.
   b. Compare member dues to [the number of members listed on the Chapter membership list] times [the annual dues] to test for accuracies.
   c. Review documentation for any large expenses or any related-party transactions (payment to any member, etc.)
   d. Compare to the previous year-end financial statement and investigate major differences.
e. Document your work (a checklist along with any recommendations) and include the result in a written letter to the Board and as an attachment to the Minutes of the Board meeting to which it is presented. In the written report recommend needed changes to the Chapter Board of Directors if unable to complete the above procedures due to:

i. Inadequate information in bylaws.

ii. Inadequate or no Chapter finance policy.

iii. Incomplete financial statements.

iv. Inadequate or no annual budget.

E. Tax Form 990

As a 501c6 organization, the Chapter will file the IRS Form 990 annually in accordance with United States law.

F. Record Keeping

The [Insert Chapter Name] shall keep the following records recommended by NSA for tax purposes (retention time):

1. Bank statements (Indefinitely)
2. A book of minutes and modifications to this policy (Indefinitely)
3. Cancelled checks (Seven years)
4. IRS exemption letter (Indefinitely)
5. Articles of Incorporation (Indefinitely)
6. Supporting data for income and expenses (Seven years)
7. Contracts, leases, etc. (Ten years)
8. Copies of the Chapter's filing Form 990 (Indefinitely)

XIV. Leadership Travel

[Insert Chapter Name] may subsidize up to $175 once a year for the visit of one of the following NSA leadership team officers: President, President-Elect, or Vice President.

To receive reimbursement, Chapter must complete the NSA Leadership Travel Reimbursement form and return to NSA Headquarters with an expense receipt from one of the mentioned leaders above.

XV. Administrative/Officers/Committees
[Note: This template is intended to serve as a resource for Chapters to demonstrate sample policies which they may choose to utilize. Please adopt and adapt these sample policies, committees, procedures as needed.]

A. The Board of Directors shall be made up of people with a variety of skills and expertise, community connections, occupations, ages and backgrounds. Board members should have the time, commitment, interest and ability to work together.

B. Any member of the [Insert Chapter Name] in a position of leadership, holding a position on the Board of Directors, or serving on a committee, who feels he/she is unable to support the policies of the Chapter, should tender a resignation as a volunteer leader.

C. The Chapter Board of Directors will meet a minimum of once a quarter.

D. In addition to elected officers, the Chapter may have a Chapter Administrator or an Executive Director, as defined in the Chapter Bylaws.

E. In addition to the duties outlined in the Chapter Bylaws, the responsibilities and terms of office for the [insert Chapter Name] elected Officers are as follows:

1. All Board members are expected to:
   
   
   II. Invite prospective members to be a one-time free guest at a monthly program.
   
   III. Submit and manage their income and expense portions of the Chapter budget.
   
   IV. Forward the names and addresses of leads to the [Chapter Communications Chair].
   
   V. Identify and develop the leadership of Chapter volunteers for succession planning.
   
   VI. Implement the action steps identified in the strategic plan and any other responsibilities agreed upon by the Board.
   
   VII. Submit [monthly] status/activity reports to the Board [by the 1st of each month].
   
   VIII. Represent the best interest of the Chapter and the speaking industry at all times in accord with the Bylaws, policies, Code of Ethics and ongoing requirements of NSA.
2. President:
   I. Provide leadership to the Board of Directors.
   II. Serve as the Chief Executive Officer and Business Manager of the Chapter subject to the direction of the board of Directors.
   III. The President shall preside over all meetings of the Board of Directors and perform other duties necessarily incident to the office of President or as may be specified by the Board of Directors.

3. President-Elect:
   I. Perform duties of the President in the absence of the President or at the President’s request.
   II. Attend Chapter Leadership Institute in November [and present a Leadership Action Plan of Ideas to the Board].
   III. Coordinate the succession planning with the Nominating Committee.

4. Vice President:
   I. The Vice President may be designated to perform the President-Elect’s duties in the event of the President-Elect’s temporary disability or absence from meetings, and shall perform such other duties as may be specified by the President or the Board of Directors.
   II. Preside over the [Programming/Communications/Marketing/Membership Committee(s)].

5. Treasurer:
   I. Responsible for ensuring the integrity of the fiscal affairs of the Chapter.
   II. Maintain accurate financial records and reconcile monthly bank statements.
   III. Manage all financial aspects of the Chapter’s business (i.e. revenues from membership dues, program fees, special project revenue and all expenses).
IV. Provide monthly financial reports (i.e. Balance Sheet, Income Statement, Budget Variance) at Board meetings or when called upon by the President.

6. Secretary:
   I. Take minutes at all meetings of the Chapter Board of Directors.
   II. Record and maintain permanent records of the business of the Board and Chapter except for financial records.
   III. Help the President communicate with the Board pertinent information, such as Bylaws, Board Books, and meeting minutes and announcements.
   IV. Preserve a historical archive of the Board documents having legal implications.

7. Immediate Past President:
   I. Serve as the Executive Advisor to the President.
   II. Complete/coordinate any special project appointed by the President.

F. Committees:
   1. The Chapter shall have a Nominating Committee, and the Chapter Board of Directors may appoint such other standing or special committees, subcommittees, councils or task forces (“committees”) as may be required to carry out the Chapter’s business.
   2. Each committee and council will abide by the rules and direction adopted by the Chapter Board of Directors and as per the Chapter Bylaws.

**Elections & Nominations**

A. Chapter elections will be conducted during the Chapter’s annual meeting according to the Chapter Bylaws.

B. Chapter Board and Officer Nominations Committee – The Immediate Past President shall chair a Committee of no fewer than four members that will submit a slate of nominees for the offices of director to be voted upon via secure ballot by the members of the Chapter and will submit a slate for the office of Vice President to be voted upon at the annual meeting of the Chapter
Board. If a slate of two nominees for Vice President is submitted, the nominee who receives a majority vote will be elected.

C. Officer vacancies, removals, and terms of office shall be defined as per the Chapter bylaws.

XVI. Volunteers

[Insert Chapter Name] is fortunate to have a cadre of volunteers willing to generously donate their time and talent in support of the Chapter. Volunteers will be trained by the Chair of the committee for which they are performing projects and services. Volunteers may be asked to sign confidentiality agreements in order to participate in specific committees where they have access to confidential information.

XVII. (Insert Chapter Name) Awards

[Insert Award names, qualifications, and processes. Provided below are some SAMPLE criteria that Chapter might choose to use; they are provided only to generate ideas. The selection criteria and procedures for Chapter awards are determined by the Chapter.]

A. Awards Policy

1. Only those members receiving Board-approved honors, awards and designations shall be recognized at [Insert Chapter Name] Meetings and Events.

2. No awards other than the [Insert Chapter Award Names] are to be given at the [Awards Banquet].

B. [Insert Award Name]

1. The nomination forms for the [Insert Award Name] are to be reviewed with no general discussion.

2. Requirements necessary to qualify for nomination are:

   I. Must be a [Professional Member] of NSA in good standing for a minimum of [insert time].

   II. Must be an individual whose qualities, in the opinion of the nominator, most closely resemble those specified in the description of the ideal [Insert Award Name] recipient.
III. Must be a person who freely contributes his/her time and talent to NSA without concern for personal gain.

IV. Cannot be a compensated employee or a supplier of goods or services to the Association within the last twelve months.

V. Cannot be a current member of [Insert Chapter Name]'s Board of Directors.

4. Nomination form must be signed by a member in good standing of the national organization.

5. All nominees will be reduced to a slate of no more than five (5) and no fewer than two (2) by the past [Name of Award] winners/Chapter Board of Directors.

6. The previous [Name of Award] winner will introduce, by way of background and qualifications, the new [Name of Award] winner at the Awards Banquet. In the event of their unavailability, the next most recent [Insert Award Name] winner will present.

7. In the event of a tie in the final voting for the [Award Name] recipient, the current year’s [Award Name] selection committee chair will bring forward a vote from the entire [Award Name] selection committee to determine the [Award Name] recipient. This vote will be taken via written ballot at the time final nominations are made. Only the Chair of the Selection Committee and the [perhaps select an elected Board Member, i.e. President-Elect, Treasurer, etc.] will count the ballots. The final vote will remain sealed unless it is needed.

A. [Insert Award Name]

B. [Insert Award Name]