



PORT ANGELES
DOWNTOWN
ASSOCIATION

Policies and Procedures Manual

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Notes

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Introduction

The Board of Directors of the Port Angeles Downtown Association (PADA) sets the policies of the organization and has final authority to interpret these policies. The PADA policies, practices, and benefits are reviewed annually.

The PADA Organization Committee may recommend policy changes to the board, or the board itself may make changes. Proposed changes take effect when officially adopted by the board.

These policies apply to the treatment of both paid employees and volunteers except when only applicable to paid employee positions.

Ethics and Accountability

Code of Ethics

The PADA strives to conduct our business activities with honesty, integrity, fairness, openness, and in accordance with the highest ethical standards. Employees and volunteers are expected to represent the PADA in a courteous, efficient, and professional manner.

Decision Making Process

The PADA will use the most current revision of Robert's Rules of Order for all procedural questions and will follow them in the conduct of all member and board meetings, except as otherwise provided in the articles of incorporation or bylaws.

Conflict of Interest

The PADA board, officers, committee members, volunteers, and employees shall avoid any conflict between their own respective personal, professional, or business interests and the interests of the organization.

Board members, officers, and employees will inform the board of any connection to groups or organizations doing business with the organization. Board members who have an actual or potential conflict of interest should not participate in discussions or vote on matters affecting transactions between the organization and the other group. Employees who have an actual or potential conflict should not be substantively involved in decision-making affecting such transactions either. This includes, but is not limited to, transactions involving:

- The sale, purchase, lease, or rental of any property or other asset.
- Employment or rendition of services, personal or otherwise.
- The award of any grant, contract, or subcontract.
- The investment or deposit of any funds of the organization.

In addition, PADA board members, officers, committee members, volunteers, and employees shall not use PADA facilities, equipment (e.g., computers, copiers, and phones), postage, or supplies for their own private use or gain or the use or gain of another person or entity.

Confidentiality

Employees will periodically handle confidential information due to their position and will keep this information confidential. Breach of confidentiality is reason for termination.

Whistleblower Protection

A director, officer, or employee who, in good faith, reports a violation shall not suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported such violation is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization.

Risk Management

The PADA board will annually review the organization's need for general liability and director's and officer's liability insurance, as well as take other actions to mitigate risks.

Record Keeping

A set of permanent records will be kept in the PADA office, including organizational documents, board minutes, materials related to the PADA's tax exempt status, and items of historical significance to the organization. Other documents related to the governance, administration, fundraising, and programs of the organization will be kept in the office for a minimum of seven years.

The PADA board will review options to back up and preserve electronic and print copies of documents vital to the organization's governance, financial, and programmatic operations.

Openness and Disclosure

The PADA will provide comprehensive and timely information to the public, the media, and all stakeholders. All reasonable requests for information will be responded to as soon as possible.

IRS Form 990 for the previous three years (this includes clear statements of program accomplishments in Part III) and IRS Form 1023 will be available to the public.

An annual report will be prepared and made available to the membership. The report will include a list of board members and employees, the PADA's mission statement, information on program activities, financial information (at a minimum the organization's total income, expenses, and net assets), as well as other information we may choose to include. The annual report will be available to the public and posted on our Web site.

All information is available for inspection in the PADA's office, by appointment.

[RCW 24.03.135]

The PADA [shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following documents in the form of a record:

- (1) Current articles and bylaws;
- (2) A list of members, including names, addresses, and classes of membership, if any;
- (3) Correct and adequate statements of accounts and finances;
- (4) A list of officers' and directors' names and addresses;
- (5) Minutes of the proceedings of the members, if any, the board, and any minutes which may be maintained by committees of the board.

The corporate records shall be open at any reasonable time to inspection by any member of more than three months standing or a representative of more than five percent of the membership. Cost of inspecting or copying shall be borne by such member except for costs for copies of articles or bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

The superior court of the corporation's or such member's residence may order inspection and may appoint independent inspectors. Such member shall pay inspection costs unless the court orders otherwise.]

Program Evaluation

The PADA regularly reviews its effectiveness and has mechanisms in place to incorporate lessons learned. The organization is responsive to changes in the field of downtown revitalization and to the needs of constituents.

Prohibition on Unauthorized Recording, Duplication, and Distribution

All materials produced by an employee or volunteers on behalf of the organization are the sole property of the PADA unless prior approval is given by the board and a signed agreement is in place. This includes written, musical, photographed, drawn, programmed, or translated works. No one may reproduce, duplicate, distribute, or sell any such materials without the prior written approval of the board.

Finance

The PADA Board of Directors is committed to acting as responsible stewards in managing the organization's financial resources. The organization shall comply with all laws and regulations and shall adhere to sound accounting principles that produce reliable financial information, ensure fiscal responsibility, and build public trust. Ultimately, the board is legally responsible for all financial transactions of the organization.

Fiscal Year

The PADA's fiscal year matches the calendar year.

Handling Checks and Cash

All checks will be endorsed with the PADA bank stamp upon receipt. Checks, as well as the associated deposit slip, will be photocopied. Deposits will be made by the treasurer, the executive director, or the administrative assistant within 24 hours of receipt.

The executive director and at least one member of the executive committee will count all cash and checks at the conclusion of cash generating activities. Funds will be deposited within 24 hours by the treasurer or the executive director and a receipt maintained with other PADA receipts as a record of the transaction.

Paying Invoices

The Executive Director will be responsible for paying the organization's bills in a timely manner once or twice a month. The organization's checkbook will reside in the PADA office. The Treasurer will review the payment of bills and the financials prior to presentation to the Board for approval.

When applicable, invoices and / or receipts and any supporting material will be attached to check stubs and filed in monthly financial files. Timecards are not required to be attached to the check stubs of salaried employees. Miscellaneous expenses will require an attachment of PADA Expense & Reimbursement form. If reimbursement is over \$1,000 a second signature is required on the form.

Two signatures are required for all checks, drafts, or other orders for payment of money except as provided elsewhere in this document over \$1,000. Members of the executive committee (president, vice president, treasurer, and secretary) are valid endorsees. The executive director is also authorized to sign checks for an amount up to \$1,000.00 without a second signature and qualifies as one of the required signatures except for checks written as payment (payroll or otherwise) to any PADA employee. All checks written to an employee requires signatures from two members of the executive committee. Members of the executive committee may not sign checks written to themselves or their business.

Transfers of funds between accounts will be done by writing a check from one account to another with documentation as to the purpose of the transfer. Checks written for transfers,

regardless of amount, will require two signatures. This includes the monthly transfer of funds from the City of Port Angeles that is deposited into the main checking account. A check would be written to transfer the parking portion to the parking account. It also includes the purchase of Downtown Dollars a check will be written from the appropriate account to the Downtown Dollar account.

Transfers from accounts that are not checking accounts require two signatures on a Funds Transfer Form, with the purpose of the transfer stated on the form.

Purchasing

The executive director purchases all supplies and equipment. These items should be purchased from local businesses when possible. The board must approve all purchases not in the budget or those exceeding the budgeted amount. Employees must investigate at least three different sources for products or professional services which exceed \$1,000 and submit this information to the board for consideration.

Petty Cash

A petty cash fund will not be maintained.

Travel Reimbursement

Employees will be reimbursed for reasonable and customary expenses incurred in connection with the business of the organization, including food, lodging, and transportation while out of town. Reimbursement for alcoholic beverages is prohibited. Travel shall be undertaken in a cost-effective manner.

Meals will be reimbursed at federal per diem rates. Airfare, lodging, gas, and taxi or shuttle service will be reimbursed based on actual costs. Lodging costs exceeding \$150 per night shall be pre-authorized by the board president.

Claims for reimbursement must be presented with receipts. All requests for travel and expense reimbursement must be presented within 30 days of the expenditure.

Budgeting

The Treasurer is the chair of the budget committee comprised of the executive director and president. It will provide a strategy for adequate funding. The committee meets quarterly. For the process of forming the budget the committee will increase to include the past treasurer and the chair of the organization committee.

A draft annual budget shall be presented to, and approved by, the board no later than the November board meeting. The board will approve the final budget by the close of the December board meeting. The Treasurer and/or the Executive Director will enter all budget figures into the accounting program to generate comparative financial statements by January of the budget year.

The board does not need to approve committee expenditures that were pre-approved in the annual budget. However, the board must approve all expenditures exceeding the budgeted amount or outside the adopted budget prior to expending any funds.

Financial Records

The treasurer will present the financial statement to the board at the regularly scheduled monthly meeting. The statement will include actual and budgeted income and expenses for the month and year to date totals. Within two months after the close of the fiscal year, the treasurer will prepare a year-end financial statement showing in reasonable detail the source and application of the previous year's funds and the financial condition of the organization. This statement will be presented to the board at the following board meeting.

All financial records of the organization will reside in the PADA office and will be maintained by the treasurer, with input from the employees. Bank accounts will be reconciled monthly and compiled in separate files including all canceled checks and deposit records. Deposits will be tracked by maintaining copies of deposit slips, checks, and bank deposit receipts.

Any contribution, grant or gift earmarked for a specific activity will be tracked and reported as a budget line item.

The financials are reviewed monthly by an independent accountant and audited by the city of Port Angeles every two years.

The PADA will keep records open to audit for three years. These records will be kept in accordance to standards acceptable by accounting professionals.

Donors

The board is responsible for identifying financial and in-kind donors. Board members will be designated to contact potential donors with the assistance of the executive director. Individual committees may also need to solicit donors. This action should be approved by the board to avoid conflicts.

Acknowledgement

The executive director will acknowledge contributions within two weeks of receipt. Receipts will be issued for all contributions of \$250 or more or upon request.

Monetary contributions, whether a gift, made through The B&O Tax Incentive Program, event sponsorship or any other means will be kept confidential unless otherwise authorized by the contributor.

Gift Acceptance

The board will determine whether accepting a gift of cash or other assets will compromise the ethics, financial circumstances, program focus, or other interests of the organization prior to

accepting the gift. Such gifts will be publicly acknowledged in PADA materials as appropriate with donor approval.

Grants

The board of directors will approve any requests to write grants. Potential grants must clearly fall within the mission of the PADA and be for projects on current work plans or address an emerging local issue. A qualified grant writer may be hired to compose the request for the organization.

Employees and committees will keep records, books, and materials in accordance with the requirements set forth in any acquired grant. Reports will be written by the executive director with assistance by volunteers as needed.

The board recognizes that administering a grant is time consuming. The executive director will be responsible for administering grants acquired by the program which means he or she will be less involved in other activities.

Communications

Spokespeople

The president and the executive director will serve as the primary spokespeople for the PADA. Committee chairs, in conjunction with the executive director, may be called on in relation to specific projects or activities. No other individuals, without specific board approval, may speak on behalf of the organization. All designated spokespeople must represent the board's position and not their personal opinion.

Press Releases

The executive director will issue all press releases. Volunteers may compose the press release and then submit the drafts to the executive director for review and editing. All press releases should be reviewed by at least two individuals. The executive director will distribute all press releases to the appropriate media on PADA stationery. Press releases containing potentially controversial information shall also be reviewed by the board president.

Publicity

Any opportunities for positive press should be pursued. The board of directors will approve any potential publicity ideas. Copies of articles will be retained in the PADA office.

Presentations

The executive director will schedule all presentations to organizations, companies, or interested individuals. At a minimum, two PADA representatives will be present at each presentation. Whenever possible, the executive director will be one of those two people. Employees will prepare any needed handouts.

Events

Suggestions for special events will be referred to the appropriate committee for consideration with final approval by the board of directors. Timing, feasibility, cost, and relevance to the program will be considered when approving an event.

Email / Internet Usage

Email and internet use is intended for business-related purposes only. Employees or volunteers will not use the PADA email or internet system in a way that may be viewed as insulting, disruptive, or offensive by other persons. Internet access may be monitored to insure compliance with this policy. Incidental and occasional personal use of email is permitted provided it is not for political or personal gain. These messages will be treated the same as other messages and may be monitored. Employees should not use email to transmit any message they would not want read by a third party since management can access personal messages without prior notice. Usage of the email database of the membership will be maintained and restricted to use by the Executive Director and/or the Board for businesses purposes of the association.

Wireless Communication Devices

Wireless communication devices owned or leased by the PADA are to be used to conduct PADA business-related activity. Discretion must be used in discussing confidential or sensitive information on wireless devices. Personal use is allowed if the use is brief in duration, does not occur often, does not interfere with official job duties, and is the most effective use of time and resources.

Letters of Support

PADA may receive requests for letters of support. Letters of support will only be written when the following points have been addressed:

- The issue pertains to the mission of the PADA.
- The issue directly relates to the central business district recognized by the PADA.
- The board has been furnished with adequate information to make an informed decision.
- The board has been given adequate time to consider the information.
- A discussion involving at least a quorum of board members has been held.
- The request doesn't conflict with the organization's nonprofit status.

A copy of each letter will be kept on file in the office.

Administration

Daily operations of the PADA are managed by the executive director with assistance of employees and volunteers.

Office

The PADA shall maintain an office within the downtown area.

Work Plans

Development of the PADA's work plans will begin in the fall prior to the beginning of the fiscal year. At that time, the board shall meet and establish the organization's goals and objectives for the upcoming year. The goals and objectives shall be forwarded to each committee chair to use as priority guidelines for developing committee work plans. Each committee will develop activities to meet objectives established by the board. A work plan overview that lists committee goals and objectives and activities will be presented to the board for review and approval and for use in the budgeting process.

As work plan drafts are completed by each committee, they will be presented in person to the board of directors for consideration. The work plans will include, at a minimum, a list of tasks to complete each activity, the lead person assigned to each task, amount of staff time needed if applicable, due each committee for additional work, date for each task, and budget amount. The board will make a decision for each activity plan based upon its affordability, feasibility, and whether it follows the organization's mission. Corrections or additions will be returned to committees for additional work.

Master Calendar

A master calendar of PADA activities shall be posted in the PADA office and disseminated to volunteers upon board approval of work plans and budget.

Board

Purpose of Position

Collectively, the board of directors assumes legal and philosophical responsibility for all PADA activities. The board of directors is solely responsible for establishing program policy, approving the annual program budget, and determining the goals of the program.

Requirements

Board members should be prepared to contribute four to ten hours a month to the program. The PADA board typically meets monthly for 60 to 90 minutes. The board may delegate some of its duties to an executive committee or other task forces. Board members are usually expected to serve on one or more of these task forces and/or a standing committee of the downtown program.

Major Responsibilities

The board is responsible for the success or failure of the downtown revitalization program. It is responsible for all of the finances of the organization and establishes program policy. The board is responsible for maximizing volunteer involvement in the downtown revitalization effort. Collectively, the board makes decisions about the program's direction and monitors progress on a regular basis. It sets priorities and makes decisions about the program's political stance. It oversees the work of the program manager, is primarily responsible for raising money for the program, and supports the work of the committees by volunteering time and expertise in support of their efforts. The board of directors is also responsible for fulfilling the legal and financial requirements in the conduct of its business affairs as a nonprofit organization.

Individual Standards

A responsible Main Street program board member commits to:

- Learning about and promoting the purpose and activities of the PADA and the Main Street Approach™ whenever appropriate and possible.
- Attending regular monthly board meetings or notifying employees when absence is necessary.
- Actively participating on at least one committee.
- Actively participating in specific activities or projects promoted by the board which may include:
 - Fundraising.
 - Membership recruitment.
 - Representation on behalf of the program at meetings or events.
 - Attending trainings and workshops.
- Making an annual membership contribution.
- Staying informed about the purpose and activities of the PADA in order to effectively participate in board decisions and fulfilling responsibilities.

Officers

President: The president is the executive head of the board of directors. The president prepares agendas for and presides over meetings of the board of directors and of its executive committee. The president is an ex officio member of all committees, and is the official spokesperson for the PADA, and is responsible for overseeing the daily work of the executive director. To be eligible to be president, that person must have served on the board at least one year prior.

Vice President: The vice president performs the duties of the president in the president's absence or disability. The vice president also shall serve as the chair of the Nominating/Membership Committee. To be eligible to be vice president, that person must have served on the board for at least one year prior.

Secretary: The secretary keeps minutes of board and executive committee meetings, conducts correspondence for the PADA, and is responsible for overseeing the organization's records.

Treasurer: The treasurer keeps accounts, prepares reports, and supervises the deposit and withdrawal of funds. The treasurer reports to the board on a monthly basis the fiscal condition of the organization.

Election Procedures

The Nominating Committee is made up of four people, the Vice President as chair, a Board Member, and two members at large from the association.

Nominations

Nomination forms are mailed to voting members of the PADA that are paid current as of November 1, and should be mailed the first week of November. This information is received from the City of Port Angeles Accounting Department by requesting a printout of paid PBIA assessments as of November 1 and by reviewing the paid memberships of those members outside the PBIA retained in the PADA office. The Nominating Committee will review and validate the list of recipients prior to mailing. A return date of two weeks from the date of mailing is recommended.

Nominees must be voting members (paid current as of November 1) in order to be placed on the ballot. The Nominating Committee should meet and review the list of nominees before ballots are mailed to be sure they meet eligibility requirements.

Ballots

Ballots and accompanying documents along with a return envelope shall be mailed the first week of December to all voting members paid current as of December 1, using the same criteria as above for determining voting members with an updated list from the City and the PADA office. The list is reviewed by the Nominating Committee before ballots are mailed. The ballots should be stamped or sealed to insure authenticity. It is recommended that return date be two weeks from date of mailing.

When the ballots are received they remain sealed and are retained in the office. The date of receipt in the office should be noted on the outside of each envelope.

Ballots shall be opened and counted by the President, Secretary, and one PBIA member who is not a member of the board. Decisions as to the validity of ballots and procedure shall be decided by the committee members. All results shall be produced in report form and presented to the

Board at its next meeting for approval of election. All results shall be kept for three years in Association records.

The candidate(s) receiving the most votes for a position will be declared the winner. The Board of Directors will choose the winner in case of a tie.

The nomination form, ballot and return envelopes should contain some form of identification, i.e., stamp or seal, etc., to insure that the forms returned are from voting members.

Committees

Committees are the backbone of PADA's revitalization effort. It is at the committee level where members "roll up their sleeves" and get the work of the organization done from planning to implementation of specific projects and activities. The PADA will have four standing committees: design, business development, promotion, and organization based on the Main Street Four Point Approach™. Additional standing committees are parking, budget, marketing and Nominating/Membership committee. For ease in information gathering and scheduling all regular committee meetings will take place at the PADA office, unless scheduling conflicts arise. This does not include board or committee retreats or planning sessions.

In addition, the board may form an executive committee composed of the officers of the board of directors. The executive committee may act on the board's behalf when necessary but will report any such action to the board at the first opportunity. Due to the sometimes sensitive nature of the subject matter, the executive committee may choose to meet outside the PADA office.

Committee Chairs

Committee chairs are appointed at the January board meeting by the board of directors. To be eligible to be a committee chair, that person must have served on the committee they wish to chair for at least one year prior. The board will have discretion to appoint a chair who has not served on the committee if a committee is new or in hardship cases.

The committee chairs are responsible for leading the work of their committees to successful outcomes. The committee chairs call meetings, prepare meeting agendas, preside over meetings, and disseminate results of the meetings to the president and the executive director. Committee chairs are action leaders in developing and implementing the program of work. Chairs should recruit and inspire volunteers with their own work and commitment. Specifically, committee chairs' responsibilities include:

- Recruiting committee members.
- Running meetings.
- Organizing work plans and keeping the committee "on-track" with board approved work plans.
- Forging consensus.
- Speaking on behalf of the committee to the board and vice versa (this doesn't mean the chair has to be a board member.)
- Working to coordinate projects with employees.
- Doing the "paperwork" including minutes, work plans, evaluations and committee records.
- Attending all training sessions.

Committee Members/Volunteers

Volunteers will be called upon for special events and to serve on committees. Anyone who wants to join a committee or volunteer for PADA is welcome. They do not need to be a member of PADA to serve on a committee or volunteer. Committee members attend meetings of their committees, participate in committee deliberations, and carry out agreed-upon tasks between meetings. Specifically, committee members' responsibilities include:

- Committing to at least one year of service.
- Committing to monthly committee meetings and subcommittee meetings as necessary.
- Working three to five hours per month outside of committee meetings.
- Attending all training sessions.
- Reading orientation materials.
- Learning about the Main Street Approach to downtown revitalization.
- Recruiting and orienting new members.
- Preparing in advance for meetings.
- Cooperatively drafting an annual work plan.
- Taking responsibility for projects.
- Always presenting the organization in a positive light to the public.

On the extremely rare occasion a volunteer, committee member or chair should be relieved of their duties, it will be the decision of the board. The board or its designee will have the responsibility to inform the volunteer/committee member. The decision will be based on testimony from the committee chair, committee members, board or staff to the president and executive committee who will pass a recommendation on to the board.

Personnel Policies

Equal Employment Opportunity

The PADA is an equal opportunity employer and will not discriminate against any qualified employee or applicant for employment with regard to race, color, religion, national origin, sex, age, marital status, sexual orientation, disability, or any other basis prohibited by local, state, or federal laws.

At-Will Employment

These policies are not an employment contract and shall not be construed as a guarantee of continued employment or a promise of any particular benefit or procedure.

Employment with the PADA is for no set duration. It is a voluntary or "at-will" relationship. Employees are free to resign at any time, with or without reason and with or without notice. Likewise, the PADA can terminate an employee's employment at any time, with or without cause and with or without notice.

Employment Classifications

Salaried full- or part-time employees receive an agreed upon dollar amount for each pay period. Generally only the executive director will hold a salaried position. Salaried positions are considered exempt and are excluded from federal and state wage and hour laws. A board vote is required to authorize a position to move from hourly to salaried.

Hourly employees are paid by the hour for work completed. They can be full- or part-time or seasonal and are non-exempt positions.

Supervisors

The board president supervises the executive director. The executive director supervises all other paid employee positions.

Pay Period

The standard pay period is semi-monthly. The work period from the 1st to the 15th of the month will be paid on the 15th and the period covering the 16th to the end of the month will be paid on the last day of the month. When a payday falls on a weekend or holiday, paychecks will be distributed on the last working day prior to the weekend or holiday.

Staff Persons: The standard work week is Monday through Friday. The standard workday is eight hours. Lunch breaks are 1 hour mid-day, the timing of which will be the responsibility of the Executive Director. Full time employees also qualify for a 10-minute break each morning and each afternoon. Part-time employees qualify for a 10-minute break for each four hours worked. The rest period must be allowed no later than the end of the third hour of the shift.

Executive Director: It is understood that the Executive Director will generally be available during normal office hours, while acknowledging that the functions of the position necessitate the director's discretion in scheduling meetings, lunch breaks, and the investment of time necessary to fulfill the requirements of the position.

Timekeeping

Each non-exempt (not salaried) employee is responsible for accurately recording their time. Non-exempt employees should record the time they begin and end work, as well as the beginning and ending of each meal period. Time sheets shall be signed by the employee and turned in to the executive director on the last day worked prior to each pay day.

Exempt (salaried) employees are not required to fill out a time card for compensation. The check stub with all employee information on it will act as a time card.

Overtime

Our intent is to compensate overtime in accordance with federal and state law. Only non-exempt, full-time employees are eligible for overtime pay. Overtime will be compensated at the rate of one and one-half hours for each hour worked. Non-exempt employees must receive advance authorization from their supervisor to work beyond the standard work day. Overtime will not be paid for less than 15 minutes worked in excess of eight hours per day or 40 hours per week. If an employee works more than 15 minutes in excess of the eight hours in a given day, he or she will be paid for all overtime (including the first 15 minutes).

Compensatory Time Off

Exempt, full-time salaried employees may, at the discretion of their supervisor, receive compensatory time off for excessive weekend and holiday hours worked. Employees must have advance approval, documented in a note, before they can accumulate compensatory time off. Adjusted time off should be taken within the current pay period or, if that is not possible, the following pay period.

Outside Employment/Honoraria

PADA neither promotes nor discourages outside employment. However, employees shall not engage in outside employment and receive compensation for his or her services if the services are within the scope of the employee's official duties. Employees shall check with their supervisor to ensure conflicts with their employment status do not exist prior to accepting any outside employment.

Employees may not accept an honorarium when a service is provided while on regular pay status. Any honoraria received in this circumstance will go to PADA's general fund. For example, if an employee received an honorarium for speaking at a conference while on the clock for PADA, the honoraria would go to PADA's general fund. If, however, the employee took vacation time to speak at the conference, they would be eligible to keep the honoraria.

Employment of Relatives

The PADA does not prohibit hiring relatives. However, one general restriction has been established to help assure fair treatment of all employees. Close family members such as parents, children, spouses, or in-laws will not be hired into, or transferred into, positions where they directly or indirectly supervise or are supervised by another close family member. This policy also applies to individuals who are not legally related but who reside with another employee.

Dress Code

Employees are expected to wear appropriate business attire. Employees should also refrain from wearing clothing with slogans that might be offensive to others.

Employee Evaluations

Newly hired employees will receive performance evaluations after 90 days and again at six months. Thereafter, all employees will receive a performance evaluation annually unless otherwise noted. The board president, with input from the full board, shall review the performance of the executive director. The executive director shall review the performance of other employees. The executive director and employees are also encouraged to discuss job performance and goals on an informal, day-to-day basis.

Unacceptable Job Performance

The board president, with input from the full board, will first advise the executive director verbally if he or she is not performing to acceptable standards. In the case of other employees, it will be the executive director's duty to first advise them if they are not performing to acceptable standards.

An employee will receive a written warning for review and action if satisfactory improvement hasn't been made after the verbal warning and within a maximum period of 30 days. If the

employee's performance does not improve to an acceptable level after a written warning, further action will be taken, which may include termination without severance allowance.

Absenteeism and Tardiness

The PADA expects employees to be at work on time and to work a full eight hours. Employees who will be absent from work for any reason must call his or her supervisor by 8:30 a.m. of that day. Repeated absenteeism or tardiness will be noted and may be cause for disciplinary action up to and including termination. A deduction of wages in increments of 15 minutes (rounded up) will be taken for tardiness.

Resignation/Termination

An employee may give his or her employment resignation to PADA at any time. Two weeks notice is recommended. The PADA may also terminate an employee's employment without cause or for just cause deemed appropriate by the board. At termination, the PADA determines any pay due to the employee, and makes arrangement for transfer of any benefit plan assets that may exist. All keys, materials, and equipment belonging to the PADA must be returned to the supervisor. All passwords relating to voicemail or computer access will also be disclosed to the supervisor.

Grievance Procedures

Any employee who believes he or she has been treated unfairly or in a manner contradictory to these policies should bring their concern to the attention of their supervisor. If the issue is a conflict with the executive director, the employee should contact the board president. If the executive director has an issue with the board president, the executive director may bring their concern to the vice president.

Personnel Files

The PADA maintains up-to-date personnel files on all employees. An employee may review his or her file in the office in the presence of a representative of the organization on request. Nothing may be added or removed from the file by the employee. These records are maintained by the executive director. All records are the property of the PADA.

Privacy

Personal information about employees is private and will be protected, to the extent allowed by law, from distribution outside the PADA. Within the PADA, employees' personal information will be made accessible to board members, supervisors, and contractors on an "as needed" basis.

Workplace Environment

The PADA believes that all employees should work in an environment free of harassment and discrimination. All employees have the duty to prevent harassment and foster a comfortable, professional, and respectful working atmosphere. Reports of harassment or discrimination will be investigated promptly and taken seriously. Violations of this policy will result in disciplinary action, up to and including termination of employment.

Harassment based on race, sex, religion, national origin, age, disability, sexual orientation, marital or veteran status, or any protected status is strictly prohibited. The following are prohibited, whether or not they are legally defined as harassment: slurs, jokes, graffiti, negative stereotyping, racial, ethnic or religious epithets and written or graphic material that show hostility to an individual or group. (These are examples of unacceptable behavior, not an inclusive list.)

Sexual harassment is one type of harassment and includes a variety of prohibited behaviors such as:

- Unwelcome sexual advances.
- Requests for sexual favors.
- Verbal contact of a sexual nature, such as lewd jokes or suggestions or sexually vulgar or explicit language.
- Physical contact of a sexual nature, such as unwelcome touching of an individual's body.

These behaviors are unacceptable in the workplace, but are particularly egregious if there is an implication that a person's response to sexual advances or contacts is related to their employment by the PADA, including compensation, time off, evaluation, or advancement.

Each and every employee is responsible to ensure a workplace free from harassment. Any employee who is aware of instances of harassment should report the alleged act immediately to the executive director. If the executive director is involved or unavailable, the employee should immediately report the alleged harassment to the board president.

Alcohol and Drug Policy

The PADA will not tolerate substance abuse from employees in work status. Any employee reporting for work under the influence of alcohol or misuse of drugs will be asked to leave immediately. Under these circumstances, assistance will be provided to ensure that the employee arrives home safely. Any employee who repeatedly reports to work under the influence of alcohol or misuse of drugs will be subject to termination.

An employee taking a prescribed medication which may affect their performance or safety shall discuss this with their supervisor to ensure the safety of employees and the quality of work. For

example, if taking a medication causes drowsiness, it is preferable to work from home or take sick leave rather than risk an accident driving to work or to a meeting.

Safety

The PADA expects its employees to conduct themselves in a safe manner. Please use good judgment and common sense in matters of safety, and observe any safety rules posted in various areas. Inform your supervisor immediately if an accident or injury occurs.

Smoke Free Environment

Smoking is not allowed in the PADA office or other facilities rented or leased by the organization.

Vacation

All full-time employees are eligible for vacation. During the first year of employment, a full-time employee accrues .834 days for each month worked up to ten days. Accrued vacation time may be taken after six months of employment. Vacation time increases with years of service, as shown in the following table:

Years of Service	Vacation Days	Accrued
1 st year	10	.834 days per month up to 10 days
2-5 years	12	1 day per month up to 12 days
6-9 years	14	1.17 days per month up to 14 days
10 or more years	20	1.67 days per month up to 20 days

Vacations may be taken at any time during the calendar year, but should be scheduled to avoid conflicts with other employees' vacations and busier times of the year. Specific vacation dates must be approved by the supervisor at least 30 days prior to the anticipated vacation time.

No more than five vacation days can be carried over to the next year. Preference will be given to the employee with the greatest length of service if there is a vacation scheduling conflict. At termination, an employee is paid at his or her normal daily rate for any days of unused vacation.

Holidays

All full-time employees are eligible for holiday pay. The following paid holidays will be observed:

- New Year's Day
- Memorial Day
- Independence Day
- Labor Day
- Veteran's Day

- Thanksgiving Day
- Christmas Eve Day
- Christmas Day

Employees may not elect financial compensation in lieu of taking time off for a holiday. If a full-time employee needs to work on a holiday due to the nature of the job, an alternate day off will be allowed in lieu of taking the holiday. The alternate day off must be approved by the supervisor at least two weeks prior to taking the alternate day off.

If a holiday falls on a weekend, the holiday will be observed on the closest Friday or Monday, or on the customary day.

Sick Leave

All full-time employees accrue one-half sick day per month. Employees may use sick leave as it is accrued. Employees may accrue a maximum of 120 hours of sick leave. When an employee expects to miss work because of an illness or accident, they should notify their supervisor by 8:30 a.m. of that day, explaining the reason for absence and the expected date and time of return.

Sick leave will be granted, upon approval of the supervisor, for the following reasons: employee illness or injury; injury or illness of a member of the employee's immediate family; medical, dental, psychological, psychiatric, or optical examination or treatment of the employee or member of their immediate family. Unused sick leave is not compensated upon termination.

Leave Without Pay

An employee may unavoidably need to be away from work. Employees without accrued sick leave or annual leave may be granted reasonable leave without pay upon approval of their supervisor.

Maternity Leave

The PADA will grant a leave of absence without pay for a maternity leave of absence associated with pregnancy. Maximum leave is 90 days, starting with the last day the employee worked prior to the delivery.

A written request for a maternity leave of absence must be presented to the supervisor at least two weeks before the start date of the leave of absence. Failure to report to work on the first day after the expiration of the maternity leave of absence will be considered a voluntary termination of employment.

Jury Duty Leave

It is the policy of the PADA to encourage employees to serve on jury panels. An employee should inquire about the duration of the jury trial in advance of accepting such service. The employee should request to be excused from jury duty if the anticipated duration will cause a major disruption at work.

The PADA will pay the difference between your regular earnings and the fee you receive for jury duty. Please contact your supervisor after receiving notification to appear.

Bereavement Leave

The PADA will grant up to three working days of bereavement leave with pay to employees if there is a death in their immediate family to handle family affairs. “Immediate family” is defined as: father, mother, sister, brother, spouse, significant other, child, grandparents, and grandchildren, including “step,” and “in-law” family members. Employees need to contact their supervisor to request bereavement leave. Unused bereavement leave is not compensated upon termination.

Worker’s Compensation

Employees are protected under provisions of the State Industrial Insurance program (Worker’s Compensation). Worker’s Compensation provides medical and hospital care and partial compensation for lost time due to work-related accident or illness. The PADA and employees share in the cost of this program. All job related accidents should be reported immediately to your supervisor.

Medical

PADA will not provide insurance for full time employees, but employee will receive an agreed upon amount, monthly to help cover the cost of appropriate medical insurance.

Disability Coverage

The PADA does not provide disability coverage.

Retirement Benefits

The PADA does not provide retirement benefits.

Life Insurance

The PADA does not provide life insurance coverage.

Attachments

Code of Ethical Conduct

PADA Board Member Code of Ethical Conduct

Role of Elected Board Members

Board members shall respect and adhere to all board policies as written in the PADA Policy & Procedure manual and the Board Member Contract.

In this structure, the PADA Board of Directors determines the policies of the association with advice, information, and analysis provided by the committees, board members, PBIA members or staff. The Board of Directors is vested with the right and duty to implement and administer such policies.

Board members shall not interfere with the functions of the board or committees or impair the ability of Board or committee members or staff to implement policy decisions, this includes, but is not limited to the following:

- a. individual board members making statements, in public, on behalf of the board when not authorized to do so and / or statements are not reflection of board's position.
- b. behavior detrimental to the board, its policies, positions or staff.
- c.

Disclosure of Confidential Information Prohibited

No Board member shall disclose or use any confidential, privileged, or proprietary information gained by reason of his or her position for a purpose which is for other than a PADA purpose; provided, that nothing shall prohibit the disclosure or use of information which is a matter of public knowledge or which is available to the membership on request.

General Standards of Conduct

Board members shall:

- Comply with the policies, rules, and procedures of the PADA.
- Be honest, accurate, complete, and truthful in all matters dealing with PADA members, the public and with other Board members and staff.
- Refrain from abusive conduct, personal charges, and verbal attacks upon the character or motives of other board members, staff, PADA membership or the public.
- Conduct themselves toward the public, fellow board and committee members, and staff in a civil and professional manner that will foster public respect and cooperation.
- Conduct themselves in a manner that will foster cooperation among citizens and members of the PADA, showing respect, courtesy, and professionalism in their dealings with one another and staff.

Board members shall not:

- Use language or engage in acts that demean, harass, or intimidate another person.
- Commit any act of moral turpitude or dishonestly relating to his or her duties or position as a board member. Conviction of a crime involving moral turpitude is conclusive evidence of a violation of Code of Ethical Conduct.
- Make any statements, speeches, or appearances that could reasonably be considered to represent the views of the PADA or the Board of Directors, unless expressly authorized.
- Engage in any conduct or activities that reflect discredit on them, tend to bring the PADA into disrepute, or impair its efficient and effective operation.

When in public, board members shall explicitly state that any personal opinions do not represent the PADA.

Filing A Complaint

A complaint alleging a violation of this Code of Ethical Conduct by a current Board member shall be filed in writing, with the president, if the complaint is against the president, then the vice president.

The complaint must cite the specific violation of the Code of Ethical Conduct and must include the signature, mailing address, and contact telephone number of the individual submitting the complaint.

Complaints will be reviewed, if possible, within 24 hours of being filed by an ethics review committee made up of the executive committee of the Board, if the complaint is against one of its members that member will not be part of the committee, and two additional PADA members, one a current member, in good standing, of the PADA, who has never been a board member and the other a member in good standing who is a former Board member.

The Ethics Review Committee shall receive, investigate, and make recommendations for disposition of a complaint brought under this Code of Ethical Conduct.

Complaint Process of the Ethics Review Committee

The President, or if the complaint is against the president, the vice president upon receiving an alleged complaint against a board member, shall call a meeting of the Committee, shall acknowledge receipt of the complaint, forward the complaint simultaneously to the person who is complained against, and the Board of Directors.

After giving due consideration to the complaint, the committee will forward its findings to the Board who may choose to dismiss the complaint based on any of the following grounds:

- The complaint does not allege facts sufficient to constitute a violation of the Code of Ethical Conduct; or
- The Board has no jurisdiction over the matter; or
- The failure of the complainant to cooperate in the committee's review and consideration of the complaint;

Or the Board may determine:

- The complaint alleges facts which, if found to be true, would be sufficient to constitute a violation of the Code of Ethical Conduct; or
- further information is needed.

In order to establish the factual record necessary for the Board to determine whether a violation of the Code of Ethical Conduct has occurred, the Board can either appoint an investigator to conduct an investigation of the facts or convene a hearing at a future date.

If the Board appoints an investigator, the investigator shall complete the investigation and prepare written findings within 60 days of the date the complaint was received by the president or vice president.

Those written findings will be presented to the Board at its next regularly scheduled meeting and entered into the minutes of that meeting.

After a complaint has been filed and during the subsequent investigation no member of the Board may communicate directly or indirectly with any party or other person about any issue of fact or law regarding the complaint, except to seek legal counsel. Board members may discuss the complaint at a scheduled meeting.

Penalties For Noncompliance

The Board, as appropriate, may impose upon any Board member found, by a preponderance of the evidence, to have violated any provision of the Code of Ethical Conduct any or a combination of the following penalties:

- A cease and desist order as to violations of the Code of Ethical Conduct;
- An order to disclose any reports or other documentation or information requested by the Board.
- The Board may remove the member from a committee, or appointment as a representative of the Board to an outside committee or any other appointed responsibility.

The Board's final decision shall be based on evidence in the record.

In addition to any other penalties, any board member against whom a complaint has been made and whom the Board determines to be found by a preponderance of the evidence to have violated the Ethical Code of Conduct may be subject to any one or more of the following actions by a majority vote of the Board:

- **Admonition.** An admonition shall be a verbal statement approved by the Board and made to the individual by the president, or if the complaint is against the president, the vice president, The statement shall be included in the minutes of the Board meeting at which it is approved.
- **Reprimand.** A reprimand shall be administered to the individual by letter. The letter shall be prepared by the Board and shall be signed by the President, or if the complaint is against the president, the vice president. The letter shall be placed in the minutes of the Board meeting at which it is approved.
- **Censure.** A censure shall be a written statement administered to the individual in public during a regular Board meeting. The statement shall be prepared by the Board and signed by the president or, if the complaint is against the president, the vice president. The action of the Board shall be final and not subject to further review. The censure shall be administered at the time and place set. It shall be given publicly. The individual may appear but shall not make any statement in support of or in opposition thereto or in mitigation thereof. A censure shall be deemed administered at the time it is scheduled whether or not the individual appears. The statement shall be included in the minutes of the Board.
- **Removal.** The Board may not remove a member-elected Board member from office. However, by a majority vote, the Board may remove the individual from an executive position or from any board, commission, committee, task-force, or other multi-member body.

(This will need to be run by the lawyer for legality)

Any Board member who has received a censure or removal may not run for the board for a period of two election cycles after their current term has expired, whether they fulfilled the term or not.

Acknowledgement Form

I have received a copy of the Port Angeles Downtown Association's Policies and Procedures Handbook and understand its contents. I acknowledge that it is my responsibility to ask questions about anything I don't understand.

I understand it is my responsibility to abide by all the Port Angeles Downtown Association's (PADA) rules and regulations as set forth in this handbook, as well as other rules or regulations the PADA may establish at its sole discretion. I also understand the contents of this handbook may be changed by the PADA at any time, with or without notice.

I further understand and acknowledge this handbook provides guidelines and information, but this handbook is not, nor is it intended, to constitute an employment contract of any kind. I understand my employment and compensation can be terminated at the option of either the PADA or myself at any time for any reason. I understand this handbook and the acknowledgement form do not vary or modify the at-will employment relationship between myself and the PADA.

Employee's Signature

Date

Please return this form to the executive director or the board president.

Conflict of Interest Form

It is the policy of the Port Angeles Downtown Association (PADA) that the directors, officers, employees, and volunteers avoid conflicts of interests between their own personal, professional, and business interests and the organization.

I understand the purposes of this policy are to protect the integrity of the PADA decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of employees, board members, officers, and volunteers.

In the course of meetings and activities, I will disclose any interest in a transaction or decision where I, my family, my business or employer, or close associates will receive a benefit or gain. After disclosure, I understand I will be permitted to participate in the discussion, but I will not be permitted to vote on the question. I have the option to leave the room for the vote if I desire.

In addition, while serving or working for the PADA, I agree to abstain from discussing or voting when the needs of the PADA interfere or coincide with a separate board or organization with which I am currently active.

I understand this policy is meant to supplement good judgment. I will respect its spirit as well as its wording.

Signed

Date

Printed Name

Board Contract

I, _____, understand that as a member of the Board of Directors of _____, I have a legal and moral responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson when called upon.
2. I will attend at least 75% of board meetings, committee meetings, and special events.
3. I will actively participate in one or more fundraising activities.
4. I will act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
5. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other board matters.
6. I will work in good faith with employees and other board members as partners towards achievement of our goals.
7. If I don't fulfill these commitments to the organization, I will expect the board president to call me to discuss my responsibilities.
8. I have read, and understand the Code of Ethical Conduct and will act accordingly.

In turn, the organization will be responsible to me in several ways:

1. I will be sent, without request, monthly financial reports and an update of organizational activities that allow me to meet the "prudent person" section of the law.
2. Opportunities will be offered to me to discuss with the executive director and the board president the organization's programs, goals, activities, and status. Additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.
4. Board members and employees will respond in a straightforward fashion to questions I have and feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization. Board members and employees will work in good faith with me towards achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board president and executive director to discuss these responsibilities.
6. The PADA will provide continuous directors and officers insurance coverage for its board members.

Signed:

_____ Date: _____
Member, Board of Directors

_____ Date: _____
President, Board of Directors

Have the board president sign two copies of this agreement, and ask new board members to sign them, return one copy to the Board President, and keep the other for reference. Source: Jan Masaoka, Board Café

“Cheat Sheet” to Parliamentary Procedure

The Action	What you Say	Second Needed	Vote Needed	Comments
Introducing business	“I move that...”	Yes	Majority	Can be debated and amended
Request information	“Point of Information”	No	None	Cannot be debated
Adjourn meeting	“I move that we adjourn”	Yes	Majority	Cannot be debated or amended
End debate	“I move the previous question”	Yes	Two-thirds	Cannot be debated or amended
Postpone discussion	“I move to postpone discussion until...”	Yes	Majority	Can be debated and amended
Make a motion	“I move that...”	Yes	Majority	Can be debated and amended
Amend a motion	“I move to amend the motion by ...”	Yes	Majority	Can be debated and amended
Reintroduce a tabled issue	“I move to take from the table...”	Yes	Majority	Cannot be debated or amended
Temporarily suspend rules	“I move to suspend the rules so that...”	Yes	Two-thirds	Cannot be debated or amended
Call for a break	“I move that we recess for...”	Yes	Majority	Can be amended but not debated
Send an item to committee	“I move to refer the matter to committee”	Yes	Majority	Can be debated and amended
Verify a voice vote	“I call for a division”	No	None	Cannot be debated or amended. Voters stand or raise hands for vote count.

Source: Lauren Adkins, National Trust Main Street Center