



## **POLICY AND PROCEDURES MANUAL**

### **PURPOSE**

This manual is intended to be a reference to the officers and partners/investors of Grow Clay County. Its purpose is to provide our policy; a course of action as set forth in the Bylaws as well as defined procedures; the act and manner of process to further identify the role of our volunteers and staff.

Committees – Driving Progress

Dedicated Investors and Partners serve on committees to continuously move Grow Clay County forward. The action words associated with each committee serve as the course of action.

Our committees:

- Economic Development – ADVANCE
- Community Development and Outreach – CREATE
- Downtown Revitalization – CULTIVATE
- Travel and Tourism– PROMOTE

Our Policies and Procedures Exist to Facilitate our Mission Objectives to:

- Provide a forum for the exchange of information and development
- Support and participate in our local programs
- Promote and provide exposure through our resources and community activities
- We are a voice for our County
- We act as a liaison between local government and our partners/investors
- Support efforts of expansion and revitalization
- Discover and correct abuses that are detrimental to business
- Encourage business development and growth in Clay County

### **POLICY**

Statement of Business Ethics

Grow Clay County recognizes that to maintain a strong unified organization the organization must conduct its affairs in a manner which will promote the interests of its affiliation without preference or prejudice. To accomplish this goal, Grow Clay County (GCC) adopts the following statements:

1. It shall be the policy of the GCC to conduct its affairs with honesty and integrity. Grow Clay County shall endeavor to foster a competitive business climate among its

area and to avoid assisting any individual or company from gaining unfair advantage of a competitive member.

2. When purchasing goods and services required for the operations of the organization, we solicit our partners and investors first, then other business located in Clay County. However, if services cannot be obtained locally, we reserve the right hire outside our service area. Even though we are a non-profit organization, we must still be fiscally responsible and to remain viable, run our organization as any other business venture.

3. When requested for information about the providers of products and services, our investors and partners shall have priority over others. If more than one company provides the requested product or service, Grow Clay County will furnish information about the entire investors/partners without preference or prejudice.

4. Grow Clay County shall keep all information it may receive about the future plans of investors and partners and non-members confidential until such time as the affected individual or business elect to make the information public. In no instance should the Grow Clay County assist one partner or investor to profit over another member from advance or insider business knowledge.

5. Because we are a not-for-profit business, we do not have the capacity to provide donations to other non-profit organizations.

6. Employees of Grow Clay County may be asked to serve as a resource to different organizations or community projects at the discretion of the board of directors without preference or prejudice.

### **Conflict of Interest**

A conflict of interest arises when a Board/Executive, employee or committee member's personal affairs or interests, usually of, but not restricted to, a financial or material nature, conflicts or appear to conflict with his/her public duties and responsibilities to GCC, its programs, members, participants, or patrons. It is not sufficient for a Board/Executive, employee and committee member to act within the law, but must also act in a manner so scrupulous as to withstand the closest public scrutiny.

To protect their honest and impartiality, Board/Executive, employee and committee members should not be or place themselves or their families in situations where they might benefit personally, or they may be obligated to any person who might benefit from special consideration or favor on their part.

All Board/Executive, employee and committee members must exercise care in the management of their private affairs so as not to benefit or appear to benefit from the use of information acquired during their official duties, which is not generally available to the public.

All Board/Executive, employee and committee members shall not place themselves in a position where they could derive any direct or indirect benefit from any of Grow Clay County's contracts or transactions. As a Board/Executive, employee and committee member you must not participate in decision-making on any matter in which you have a have a pecuniary interest to a greater extent than your fellow Investor/partners.

When any situation arises that pertains to ethics, the position taken by a Board/Executive, employee and committee members of Grow Clay County must not only be legally correct but should also be a position that will stand the test of public scrutiny if necessary. If such public scrutiny could result in allegations which would likely harm or embarrass a partner or investor, the Grow Clay County organization or any third party, then it is not the correct position to be taken.

The onus for identifying a potential conflict of interest is always on the individual. Any individual faced with a situation concerning ethics or conduct about which they are uncertain shall consult with the President or Executive Director to determine the course of action which is appropriate.

All Board/Executive, employee and committee members shall disclose to the President or Executive Director all business, commercial or financial interests where such interest might be construed as being in actual or potential conflict with their official duties.

Definition: A pecuniary interest is something that could monetarily affect you, your spouse, your children, your parents or the parents of your spouse, or a business, which employs you or any organization in which you have an interest

\*These policies apply at all meetings of the Grow Clay County Board and its Committees, and at all meetings of any Board, Committee or Agency to which you are appointed as a representative of the Grow Clay County Board.

\*Annually, at the first meeting of the new Grow Clay County Board, the Code of Ethics and Conduct shall be reviewed to ensure that it remains relevant and foremost in the minds of all participants.

It is expected of all board members to abide by the conflict-of-interest rules. Board members may face possible dismissal and replacement if they fail to comply. It is the duty of the President to oversee the board for failure to perform one's duties, including the rules of conflict of interest, but can also be brought to question by any other member in good standing.

## **PROCEDURES AND JOB DESCRIPTIONS**

### **President**

The President shall preside at all meetings and oversee general operations of Grow Clay County and perform the following duties:

- Prepare and forward meeting agenda items to the Executive Director
- Transact business for and on behalf of GCC as voted on by the Board of Directors and with the assistance of the Executive Director
- Upon expiration of their term of office, the President shall deliver to the GCC office all Grow Clay County documents or property
- The President shall accompany the Executive Director to all Ribbon Cutting/Open houses and formal meetings with new investors whenever possible
- Shall assist the Nominating Committee Chairperson with the meeting list of open positions
- Is an Executive Committee member and a member on other committees benefitted by their skill set

## **Vice President**

The Vice President shall help guide an active program aimed to improve business-civic conditions in preparation for the following duties:

- Preside over the board meetings in the absence of the President
- Upon expiration of their term of office the Vice President shall deliver to the GCC office all Grow Clay County documents or property
- Responsible for working with the Executive Director
- Is on the Executive Committee and a member on other committees benefitted by their skill set

## **Secretary**

The Secretary ensures that the current records are maintained and shall maintain an accurate account record of the proceedings of the GCC and shall perform the following duties:

- Upon expiration of their term of office, the Secretary shall deliver to the GCC office all Grow Clay County documents and property.
- Is on the Executive Committee and a member on other committees benefitted by their skill set

## **Treasurer**

The Treasurer ensures and oversees the financial accounting of Grow Clay County and shall perform the following duties:

- Shall be responsible for oversight for the records of cash, investments, accounts receivable and other assets of GCC as well as the yearly budget.
- Upon expiration of their term of office, the Treasurer shall deliver to the GCC office all Grow Clay County documents and property.
- Is a signor on the GCC bank account in addition to the Executive Director, President and Vice President
- Is on the Executive Committee and a member on other committees benefitted by their skill set

## **Executive Director**

The Executive Director, upon policy and Board of Directors direction, plans, organizes, coordinates and directs Grow Clay County and shall perform the following duties:

- The Executive Director shall work with the President and serve on designated Committees to facilitate the administrative duties of Grow Clay County
- Shall serve as advisor to the President and sit on the Executive Committee but carry no vote as the Executive Director is considered staff and a paid position
- The Executive Director is responsible for the preparation of the annual budget for the committees and the annual operating budget for presentation to the Board of Directors for approval
- Provides a Profit and Loss accounting to the Board of Directors
- Responsible for preparing reports for the presentation of the financial condition of Grow Clay County at each Board meeting

- Responsible for oversight for the records of cash, investments, accounts receivable and other assets of Grow Clay County
- Responsible for preparing and distributing notices, agendas and minutes for all meetings, events and elections in accordance with the Bylaws
- Upon terminating their employment with GCC, the Executive Director shall deliver to GCC office all Grow Clay County documents or property
- Shall be responsible for reporting to Board of Directors at scheduled meetings

### **Assistant Director**

The Assistant director, upon direction from the Executive Director, coordinates and directs the Community Development and Tourism Committees and performs the following duties:

- Responsible for distribution of Meeting Minutes
- Annual Events
- Investor/Partner Relations
- Responsible for gathering event fees at all events
- Responsible for preparing and distributing notices, agendas and minutes for committee meetings, events and elections in accordance with the Bylaws
- Responsible for overseeing and implementing the overall marketing plan for Grow Clay County.
- Upon terminating their employment with GCC, the Executive Director shall deliver to GCC office all Grow Clay County documents or property

### **Admin and Marketing Coordinator**

The admin and marketing coordinator, upon direction from the director or assistant director shall perform the following duties:

- Responsible for providing content for GCC and Explore Clay County websites and the coordination of its design and maintenance.
- Responsible for providing and posting content to the GCC social media sites.
- Responsible for dissemination of the bi-weekly newsletter and content
- Shall maintain the GCC office and is responsible for telephone and visitors with office hours open to the public daily from 8:30 am to 5 pm.
- Responsible for ordering and maintaining office supplies and inventory
- Upon terminating their employment with GCC, the Executive Director shall deliver to GCC office all Grow Clay County documents or property

### **Bookkeeper**

- Shall be responsible for the generation of invoices and statements to investors, payments to vendors as required and payroll for Grow Clay County.
- Shall collect funds, provide receipts for events and ensure deposit into the GCC account
- Upon terminating their employment with GCC, the Executive Director shall deliver to GCC office all Grow Clay County documents or property

### **COMMITTEES**

1. Executive Committee (Leadership)

- a. Consists of the President, Vice President, Treasurer, and Secretary with a term of one year to be voted on by investors at the annual meeting.
- b. Responsible for policy and procedure development, personnel matters, financial oversight, and ensuring the organization's economic viability (income). Also, function as an ambassador to the organization by promoting the organization's mission and vision to the public.

This committee would meet at least quarterly and additionally as the need arises.

2. Economic Development (EDG) (Advance)

- a. Consists of 2-3 Board Members and 2-3 Investors for 6 committee members.
- b. Responsible for Network Kansas meetings, events and loan review, Façade Loan review, oversight on business and workforce matters. Might include advisement on housing, childcare, or issues pertinent to the economic prosperity of the County. Also, function as an ambassador to the organization by promoting the organization's mission and vision to the public.

This committee would meet monthly or more often if the need arises.

3. Downtown (Cultivate)

- a. Consists of 2-3 Board Members and 2-3 Investors for a total of 6 committee members
- b. Responsible for downtown revitalization and projects, work with downtown business to promote retail, amenities, aesthetics, and atmosphere of community downtowns. Also, function as an ambassador to the organization by promoting the organization's mission and vision to the public.

This committee would meet at least quarterly or more as the need arises.

4. Community Development and Outreach (Chamber) (Create)

- a. Consists of 3 board members and 5-7 Investors for a total of 10 committee members.
- b. Responsible for community promotion, fundraising for community development, events to enhance the quality of life and outreach for better civic engagement. Also, function as an ambassador to the organization by promoting the organization's mission and vision to the public.

This committee will meet monthly and more often as needed for larger events.

5. Travel and Tourism (County Tourism) (Promote)

- a. Consists of 2 board members and 2-3 investors for a total of 5 committee members.

- b. Responsible for the promotion of tourist assets and areas to include input and advisement on marketing materials and projects. Look for ways to effectively use the bed tax for the promotion of the county. Also, function as an ambassador to the organization by promoting the organization's mission and vision to the public.

This committee will meet at least quarterly or additionally as needed.

Committee work is countywide and may include towns other than Clay Center. Committee members should be active in fundraising and willing to help increase partners and investors in the organization.

#### NOMINATING COMMITTEE – (Presents)

- The Nominating Committee presents a full slate of candidates prior to the annual election
- The Chairperson shall advertise open positions and upcoming open positions to the Board of Directors along with a list of possible candidates they have contacted
- The Chairperson shall coordinate and recruit members to serve on the committee with them
- Responsible for helping committee chairs in identifying potential committee members
- Upon expiration of their term of office the Chairman shall deliver to the Grow Clay County GCC property
- Present candidates when any open position becomes available, including committees

Membership Investment – Dues are scheduled based on the size and category applicable to each member business or individual. Any non-payment of said investment by the 30th of the following month the investor and partner will not receive any benefits associated with membership.

Board Member Investment – Board Members must be Investors/Partners of Grow Clay County. Dues are payable by the 10th of February, or the Board Member may be subject to dismissal and replacement.

Orientation – All outgoing officers and committee chairpersons are obligated to orientate any incoming replacements on the duties and obligations of their positions. General information relevant to all Chamber positions will be listed in their appropriate locations elsewhere in this manual.

#### **MEETINGS**

Agenda – Meeting agendas are to be set by the President or in their absence, the Vice President with the assistance of the Executive Director. The agenda shall include, but is not limited to, a call to order and opening remarks by the President, review and approval of the previous meeting and the committee reports given by the Board Representative. Minutes shall be taken reflecting the agenda whenever possible. The Executive Director shall distribute the agenda prior to the meeting and the minutes after all Board Members.

Meeting Minutes – Minutes shall be recorded in writing for all meetings of the board of directors, including summary notes for executive sessions. Minutes shall be recorded in a manner as to reflect the actions, motions, and statements of the Board, without recording superfluous discussion. Committees with authority shall keep meeting minutes and provide them to the board or staff within ten days of meeting.

Minutes shall be distributed to members of the Board of Directors within 30 days of the meeting. If any audio or video recording of the meeting was made, it shall be destroyed upon approval of the minutes. If distribution is by electronic means or posted to a website, the file shall be in the format of a PDF to protect against unauthorized editing of a word processor document.

Attendance – It is expected of all Board Members to attend all meetings of the Board and a written attendance record is to be taken and submitted as part of the meeting minutes. Failure to attend three (3) unexcused meetings subjects a Board Member to possible dismissal and replacement. It is the duty of the President to oversee the Board for failure to perform one's duties, including attendance, but can also be brought to question by any other member in good standing.

Excused Absences: The following are what the GCC deems to be excused absence:

1. Attended another Grow Clay County event
2. Suffered a loss or are dealing with family or personal illness
3. Substantial health issues
4. Religious observance or Grow Clay County holidays, or
5. Urgent business matters

### **Executive Session of the Board**

An executive session is defined as when the board asks non-board members to leave and goes into a closed-door session. To avoid general discussion without staff or counsel present, the Board will identify the topic(s) prior to going into executive session. Some reference will be made to the topic either before entering executive session or in a report following the session; so that it is clear the board only talked germane topics. Guests must understand that the board has authority to go into executive session when it is in the best interests of the organization and may be asked to leave.

### **Office Hours and Observed Holidays**

Grow Clay County has office hours of 8:30 am through 5:00 pm. We feel it is important to be out in the community or visiting our businesses helping to Grow Clay County. If staff is to be out of the office for any given reason during this time period, contact information will be left on the door.

Grow Clay County observes the same holidays as the Clay County, including:

- New Year's Eve/New Year's Day
- Martin Luther King Day
- President's Day
- Good Friday



- Confederate Memorial Day
- Memorial Day
- Juneteenth Day
- Independence Day
- Labor Day
- Columbus Day
- Veteran's Day
- Thanksgiving/Black Friday
- Christmas Eve/Christmas Day

### **Email Voting Policy**

If a quorum is not present at a scheduled Board Meeting, or that an emergency meeting is called, the minutes of said Board Meeting will be prepared and sent out via email as soon as possible. Board Members will be asked to respond via email to the motions set forth in said minutes. Half plus one will constitute a quorum of email votes, the same as in a regularly scheduled meeting.

### **Travel and Reimbursement Policy**

Grow Clay County shall reimburse all approved travel expenses that relate directly to the operation and improvement of the organization. Reimbursement for meals, supplies, etc. will be paid dollar for dollar whereas reimbursement for travel will be paid at the current mileage rate set forth by the IRS.

### **Executive Director Evaluation Policy**

A periodic performance evaluation (not more than annually, without cause) of the Executive Director shall be a responsibility of the President of the Board and a designated subgroup, including Vice President, Secretary and Treasurer, one randomly selected Board Member and one Board Member of the Executive Director's choice. The performance evaluation tool should reflect the unique aspects of managing a not-for-profit organization and the advancement of the organization's mission and strategic plan.

While the entire board may be asked to offer input, the entire board will not make up the performance evaluation committee or task force. The Board's President may conduct the performance evaluation independently so long as a final report is provided to the Executive Committee and/or Board of Directors and the Executive Director. All discussions, documents and outcomes shall remain confidential.

### **Executive Director Compensation**

The Executive Director shall be compensated fairly based on experience, job description and comparability data demonstrating fair market value. A subcommittee of the board will review the compensation and comparability data and maintain confidentiality of salaries.

Because of State and Federal Antitrust laws, certain topics are not appropriate for discussion at any board, committee, or function of the organization. Many of our members are competitors and any action or agreement which may eliminate, restrict, or impact competition in the marketplace could be a violation of antitrust laws. The penalties are severe for individuals and organizations.

Thus, there shall be no discussion of any items that may appear to be anti-competitive, including competitive practices, current or future prices, fees or charges, discount offerings, terms of service, profitability, credit terms, or refusal to deal with other industry members or partners. The board supports free enterprise and competition and strictly adheres to antitrust avoidance guidelines.

### **Savings Reserve**

Grow Clay County shall maintain a reserve sufficient to ensure that operations can continue for at least three months should unexpected expenses arise, or catastrophe occurs. The formula shall be an amount equal to six (6) months of the annual operating budgeted income. The six-month savings may not be spent down without approval of 75 percent of the board. In any motion where reserves are expended, there shall be a plan to replace the expended funds within 36 months.

### **Insurance Coverage**

Because the Board has a fiduciary duty to protect the organization and to minimize risks, at all times there shall be insurance coverage as follows:

- Off Premises Insurance
- General Liability/Business Property
- Directors and Officers Liability (D & O)/EPLI
- Worker's Compensation

### **Record Retention**

Grow Clay County shall adopt a record retention/document destruction schedule based upon the recommendation of a CPA or attorney and customized to reflect the needs, activities, and documents of the organization. Staff shall have the authority to organize files and remove outdated documents. The policy shall apply to digital documents as well as hard copies. No documents shall be destroyed that reflect the history of the organization.

### **Board Confidentiality**

Documents provided to the Board are provided for the purpose of governance. They are to be considered confidential. In most cases the only public records in the organization are the IRS Letter of Determination, IRS Application for Exempt Status, and IRS Information Return (Form 990).

Board Members must respect that records, discussion and decisions are confidential and should be treated as such. A Board Member that breaches the confidential nature of contracts, member discussions and contract issues shall submit his or her resignation to the President of the Board.

### **Logo Usage**

Use of the Grow Clay County or Explore Clay County logos is a benefit of investing in our organization. Partners and investors are encouraged to promote investment in the organization and what it stands for by using the prescribed logo on forms, business cards, stationery and in advertisements.

The logo, and any marks associated with the GCC are the property of GCC and are protected by State and Federal Laws. Use of the logo is contingent upon agreeing to the following licensing provisions:

- The logo is the property of GCC
- Investors/Partners in good standing may use the logo on stationery and in advertising to indicate their affiliation with Grow Clay County
- Supporters may not use the logo to state or imply that the GCC has endorsed their company or their company's products or services
- The logo of GCC may not be used by a member without the words "Investor/Partner" incorporated into the design
- Stakeholders agree not to place the logo on their products
- Those who invest in our organization will indemnify and hold GCC harmless for any damages, including attorney's fees, incurred by the member as a result of use of the logo
- Investors agree to cease using the logo upon request of the Board of Directors or staff
- Investors or Partners agree to pay GCC for all costs and attorney's fees incurred by the organization in any action against a member to enforce the terms of the license agreement

### **Whistleblower Policy**

The Board of Directors remains open to receiving information that may bring awareness to an issue or problem occurring amongst leadership, chapters and/or staff. In that light, no person shall take any action of retaliation against any person, including interference with employment, for providing accurate information to the Board or to legal authorities relating to a problem or concern in the organization. If whistleblower information is reported to the Board, a committee will be convened, with legal counsel, to evaluate to issue and make a recommendation to the Board of Directors.

### **Guests Attending Board Meetings**

Guests are not invited to convened meetings of the board without approval of the President or Executive Director in advance. If a guest, including Investors in good standing, attends board meetings, they will be advised that they may not speak. They will be recognized or called upon at the appropriate time on the agenda. If the board decides to go into executive session, guests will be asked to leave.

### **Public Records**

The Board of Directors follows all laws regarding access to public records. To that end, Grow Clay County ensures access to IRS related public records to anybody who requests. Other records are not considered public. Investors in good standing may request documents and the board will consider each request and the nature with how they will be shared while maintaining the integrity of the Grow Clay County.

### **Authority of Committees**

Committees serve at the will of the Board. No committee has the authority to expend fund, contract or speak for Grow Clay County without specific approval from the President or Executive Director with the exception of budgeted committee funds.

## **Strategic Planning**

The Board of Directors will govern strategically, with a focus on advancing the mission and long-term thinking to benefit the membership. Discussions at the board table will be framed by a strategic plan adopted or amended every three to five years. Board members are responsible for understanding and updating the plan.

## **Posting of Manual**

This manual of Policy and Procedures shall be displayed on the website for public, investors, volunteer, staff, and board view.

WHEREFORE, the Policies and Procedures of Grow Clay County are approved by the Affirmative vote of the members of the Board in attendance at the board meeting on April 13, 2022. These Policies and Procedures are to become effective immediately and their formal adoption and implementation shall be considered revocation of any prior policies and procedures and amendments thereto.

APPROVED BY BOARD VOTE:

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Monte Green, President

ATTEST:

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Natalie Muruato, Executive Director