

**VIRGINIA PROMOTIONAL PRODUCTS ASSOCIATION**  
**Policy and Procedures Manual**  
**MAY 1, 2019**

**1. Board of Directors**

The governing body of VAPPA is the Board of Directors. The Board of Directors shall adopt such policies, rules, and regulations for the conduct of the Association and for the conduct of the Board as it shall determine are in the best interests of the membership. The Board of Directors shall have authority to engage and discharge employees and agents of VAPPA, fix salaries, admit, suspend, or expel members, and to take any other actions necessary to conduct the business of VAPPA in accordance with the Bylaws. The Board of Directors shall be responsible for electing four (4) officers who will serve for the term of their office as established in the Bylaws. The President shall preside at all meetings of the Board of Directors. In the absence of the President, the President-elect shall preside. In the absence of both, the Board of Directors shall elect a member of the Board to preside at the meeting. Note the absence of the President and President-elect does not meet quorum requirements for a meeting.

**A. Meetings**

**1.A: Antitrust Statement and Code of Conduct**

Every year the voting members of the Board of Directors will review and sign a Code of Conduct agreement. The Mission Statement and the Antitrust Statement will be read at the beginning of every meeting.

**1.B: Schedule**

The annual business meeting of VAPPA shall be held once a year at which time the results of annual elections will be announced plus other business deemed appropriate by the Board of Directors. It is recommended this meeting be held near the end of the calendar year.

Regular board meetings should be held monthly. These meetings may include conference calls or in person meetings.

**1.C: Documents**

Agenda, financial reports and minutes from previous meeting shall be distributed to the Board of Directors three (3) days prior to the meeting.

**1.D: Absences**

Any Board member who has two (2) absences from board meetings within twelve months without prior notification will be contacted by the President, and unless good cause is shown, the Executive Committee will find a replacement for this Director, who may then be approved by the Board of Directors. Any Board member with three (3) absences within twelve months (beginning with the first absence) may be considered unable to continue service and may be replaced by the Executive Committee, who may then be approved by the Board of Directors. These attendance policies apply to conference calls, regularly scheduled meetings and special call meetings of the Board of Directors and any scheduled event or annual, regular or special meeting of the general membership. Board Meetings will not be rescheduled more than two (2) times to accommodate any board member.

## **B. Election**

### **Ballot**

The election shall be by secret ballot containing the names of nominees proposed by the Nominating Committee, General Membership and Executive Committee. Voting may be by via electronic poll. The primary representative is permitted to vote only once.

Ballots will have supplier and distributor nominees separated and instruct members on the number to vote for each classification. Ballots will be distributed to all of the members no later than **October 1**. The balloting will close **October 20** at which time online voting shall be closed. In the event of a tie for the final classification seat, there will be a runoff election for that final classification seat within one week with voting allowed for ten (10) days. The election results will be made known to the Board within seven (7) days and to the general membership email notification following the election, through the VAPPA website and at the annual meeting. The Board of Directors will be installed at the end of the yearmeeting.

## **C. Officers**

### **1.C: Nominating Committee for Officers**

Nominating Committee for Officers will consist of three (3) members to include the Immediate Past President who will serve as chairman, the President-elect and a recent past President who is in good standing.

Recommendations will consist of one (1) candidate for each office; President-elect, Treasurer and Secretary. Others may be nominated if another Director places their name in nomination and a Director, other than the proposed nominee, seconds the nomination.

### **2.C: Election of Officers**

The Board of Directors shall elect officers for the next year at the **November** meeting of the current year.

## **D. RAC Delegate**

The Immediate Past President shall serve as RAC Delegate.

In the event the Immediate Past President is unable to serve, the President shall appoint a Director to serve as RAC Delegate.

## **E. Committees**

### **E.1: Executive Committee**

The Executive Committee will be composed of the four (4) officers, President, Vice President, Secretary, Treasurer and Immediate Past President. The Executive Committee will meet as required to conduct the business affairs of VAPPA and have the full authority to act for the Board of Directors when the Board of Directors is not in session. The Executive Director will serve as an ex-officio non-voting member of the Executive Committee. The Executive Committee will be responsible for interviewing candidates for Executive Director, providing resumes, application, and comparison for at least the top two candidates to the Board of Directors along with their first and second choice for the Board of Directors review and vote.

The Executive Committee shall conduct an annual performance evaluation of the Executive Director and recommend an annual compensation package for the Board of Directors to approve.

### **E.2: Standing Committees**

The following committees will be standing committees:

- ***Marketing, Membership, Professional Development, Philanthropy, Sponsorship, Lunch and Learn, and Social.***
- Committees will be advisory to the President and Board of Directors.

- Committee chairpersons will be appointed by the President.
- The term of the committee chairs is one (1) year.
- Chairpersons may be appointed for consecutive terms by the President.
- Committee chairpersons will recommend committee members to the President.
- Committee members will be selected from those recommended.
- Committee members must be employees of members in good standing with VAPPA.

The Membership Committee will consist of the Supplier Board members and the Chair will be the longest serving Supplier Board member.

The President is empowered to establish such other committees as may from time to time become necessary. Committees other than standing committees are dissolved at the end of each year. The President may re-establish the committees as necessary.

### **E.3: Advisory Council**

There will be an Advisory Council made up of all Past Presidents in good standing. The Advisory Council will be available when requested by the President and/or Board of Directors for advice and help on special projects requiring the knowledge and experience of the Past Presidents. The Immediate Past President shall be the Chairperson of the Advisory Council.

## **2. Executive Director – (ED)**

The ED will report to the President as his/her immediate supervisor. The ED shall head administration of GAPPP and in that capacity, cooperate with all members of VAPPA, and shall be responsible for, but not limited to the following duties:

- attend to all necessary administrative duties of VAPPA;
- assist the Treasurer in preparing and administering the budget and work with the Treasurer and President in overseeing financial investments;
- be responsible and accountable for assisting in all aspects of VAPPA and cooperating with all members of VAPPA;
- serve as ex-officio non-voting member of all committees.

## **3. Finances**

### **3.A: Annual Dues**

The Board of Directors has established the annual dues as follows:

- Distributor, Supplier, Multi Line Representative, and Business Services Partners: \$125 / year.

Membership dues established by the Board of Directors may be changed at any time by a vote of two-thirds (2/3) of Board of Directors.

The Board, at its discretion, may establish a policy to prorate dues.

### **3.B: Annual Budget**

Treasurer and Executive Director shall prepare an annual budget to be presented to the Board of Directors at the **December** board meeting.

### **3.C: Tax Preparation**

Executive Director and Treasurer shall work together to provide necessary documents to accounting firm on a timely basis for preparation of annual taxes. Deadline for submission to the Internal Revenue Service (IRS) is May 15 each year.

### **3.D: Insurance**

#### **Directors and Officers Liability Insurance**

VAPPA will maintain Directors and Officers liability insurance with the following minimums:

- \$1,000,000 Liability & Medical
- \$5,000 per person Medical
- \$50,000 for premises rented
- \$10,000 “bad” employee
- \$500 deductible

#### **Event Cancellation Insurance**

VAPPA will purchase Event Cancellation Insurance for major tradeshow events.

### **3.E: Handling Money and Credit Card Information**

Board of Directors and/or volunteers shall not take payments. Credit card information will not be kept in any format. Cash payments accepted by Executive Director shall be confirmed with a receipt.

## **4. Events**

### **4.A: Leadership Development Workshop (LDW)**

The LDW program is designed to provide comprehensive training and networking opportunities for the regional association board of directors. PPAI covers the registration costs for up to five members from each Regional Affiliate. Two of the five must be first-time attendees and the other three may be repeat participants as long as one of them is the regional Executive Director. PPAI recommends the following should attend:

- Incoming President
- New board officers
- Current committee chairs
- RAC Delegates
- Future regional volunteers
- Board members interested in advancing their leadership roles
- Any enthusiastic, qualified volunteer leader

### **4.B: Lunch and Learns (EAT. LEARN. VAPPA.)**

Lunch and Learns are local meetings of distributors (VAPPA membership is not required) hosted by supplier representatives (VAPPA membership IS required). Each Lunch and Learn will have a local coordinator (VAPPA membership required) responsible to schedule presenters, to coordinate the location, and to promote to local distributors in conjunction with the VAPPA Office. Coordinators shall review antitrust statement at beginning of each meeting.

### **4.C: Alcoholic Beverages**

A maximum of two alcoholic beverages may be provided free of charge to members at any VAPPA event.

## **5. Membership Lists**

**5.A: Distributor List:** VAPPA will provide its list of Distributor members only to Supplier members when requested.

**5.B: Supplier List:** VAPPA will maintain its Supplier member list on the VAPPA website.

## **6. Amendment of Policy and Procedures Manual**

Policy and Procedures Manual may be amended by a majority vote of the Board of Directors.