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MOTTO

“Improving our water quality and conserving our lands for future generations.”

MISSION STATEMENT

The purposes of the association are to promote private free enterprise in the field of land improvement contracting and related industries; encourage the development of high standards of workmanship; educate and train contractors through the sponsorship of seminars, short courses and field demonstrations; and to promote cooperation with local, county, state and federal agencies that have mutual interests.

ARTICLES OF INCORPORATION

(Adopted January 5, 1960; Amended December 30, 1969; April 7, 1972; December 17, 1980)

ARTICLE I

The name of this Association shall be the Missouri Land Improvement Contractors Association.

ARTICLE II

- A. The corporation is organized exclusively for purposes for which a corporation may be formed under the General Not-for-Profit Corporation law of Missouri, Chapter 355 Revised Statutes of Missouri, 1969 as amended, and not for pecuniary profit or financial gain. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers except to the extent permitted under the General Not-for-Profit Corporation Law. The corporation shall not engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.
- B. The purposes for which the Corporation is organized
- 1 . Promote soil improvement and conservation.
 2. To protect soil more completely and rapidly by fostering, encouraging and stimulating interest in efficient business principles and private free enterprise in the field of soil saving and soil building by use of the most modern and efficient earth moving and construction equipment and well trained owners and operators.
 3. To stimulate, foster and promote education and training in the business of building terraces and ponds, terrace outlets and soil saving dams according to specifications developed by the United States Soil Conservation Service.
 4. To cooperate with the Agricultural Extension Service, soil and water conservation district offices and other related organizations.
 5. To promote interest in and attendance at short courses and other professional training given by Engineers from the College of Agriculture of the University of Missouri for the instruction of the members, their employees and other interested persons.
 6. To hold meetings and courses of instruction for members which will enable members to perform services for farmers in a more competent and professional manner and with more efficiency than the individual farmer could do for himself because of the lack of experience and facilities available to him.
 7. To stimulate and promote good soil practices and interest among farmers in soil and crop improvement through use of the most efficient soil saving and water management structures.
 8. To make distributions to organizations that qualify as exempt organizations under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).
 9. In furtherance of its corporate purpose, the Corporation shall have all general powers enumerated in Section .090 of the Not-for-Profit Corporation Law.

ARTICLES OF INCORPORATION *(Continued)*

- C. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in the furtherance of the exempt purposes of the organizations set forth in Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.
- D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article 5 hereof.
- E. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes within those set forth in Article 5B hereof and within the intendment of Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for purposes within those set forth in Article 5B hereof and within the intendment of Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE III

The duration of the corporations is: Perpetual.

ARTICLE IV

The name and address of each of the incorporators is as follows:

Calvin Huff (*Boonville, MO*)

W.S. Palmer (*Plevna, MO*)

Sid B. Johnson (*Agency, MO*)

Albert Balkenbusch (*Linn, MO*)

Lloyd Hilburn (*Independence, MO*)

H. G. Jennings (*Stanberry, MO*)

John Murry (*Carthage MO*)

Marion W. Clark (*Columbia, MO*)

ARTICLES OF INCORPORATION *(Continued)*

ARTICLE V

The number of directors constitute the first Board of Directors is eight, and the name and address of each such director is as follows:

Calvin Huff (<i>Boonville, MO</i>)	W.S. Palmer (<i>Plevna, MO</i>)
Sid B. Johnson (<i>Agency, MO</i>)	Albert Balkenbusch (<i>Linn, MO</i>)
Lloyd Hilburn (<i>Independence, MO</i>)	H.G. Jennings (<i>Stanberry, MO</i>)
John Murry (<i>Carthage, MO</i>)	Marion W. Clark (<i>Columbia, MO</i>)

ARTICLE VI

The address of its initial registered office in the State is 1108 Sixth Street, Boonville, MO, and the name of its initial registered agent as such address is Calvin Huff.

BY-LAWS *(Last Amended July 22, 2023)*

ARTICLE I - NAME, LOCATION, ORGANIZATION, AND PURPOSE

- Section 1. The name of this organization shall be the Missouri Land Improvement Contractors Association, herein after called MLICA.
- Section 2. The state of Missouri shall be divided into geographical districts as determined by the board. An organized district shall have an elected president and vice president who will serve as voting members of the MLICA board of directors.
- Section 3. The principal office for the transaction of business is the office of the designated executive director.
- Section 4. The purposes of the association are to promote private free enterprise in the field of land improvement contracting and related industries; encourage the development of high standards of workmanship; educate and train contractors through the sponsorship of seminars, short courses and field demonstrations; and to promote cooperation with local, county, state and federal agencies that have mutual interests.

ARTICLE II - GOVERNING POLICIES

- Section 1. MLICA shall be non-sectarian, non-partisan, and not-for-profit. MLICA is a registered 501(c)(6) in good standing with the United States Internal Revenue Service and the Missouri Secretary of State.
- Section 2. All communications and notices referred to in these by-laws may be made electronically or through the United States Post Office.
- Section 3. Attendance, for the purpose of these by-laws, is defined as either a physical/in-person presence at the meeting or an electronic presence (e.g. telephone/conference call, video conferencing [Skype®, Facetime®] or other online meeting platform. Electronic attendance by the member assumes the technology is viable and works continuously throughout the specific meeting.

ARTICLE III - MEMBERSHIP CLASSIFICATIONS

Section 1. There shall be four classes of membership known as contractor, associate, supporting, and honorary members.

Contractor Membership: Any person engaged in owning and operating construction equipment in the field of land improvement shall be eligible for a contractor membership in this Association and shall have a vote on all matters pertaining to the operation of the association. A contractor membership includes membership in a state district; the state chapter; the National Land Improvement Contractors of America's (National LICA) Region IV, composed of the Iowa, Illinois, Minnesota, Missouri, and Wisconsin state chapters; and the National LICA.

Associate Membership: Any person, firm or corporation dealing in materials, equipment or services incidental to the land improvement industry, but not eligible for a contractor membership, shall be eligible for an associate membership in this association. Associate members will not have a vote in matters pertaining to the business of the association; however, the committee chairman of the associates shall be a voting member of the board of directors and shall have a vote at all membership meetings.

Supporting Membership: Any person genuinely and sincerely interested in the furtherance and promotion of sound land improvement practices; any sales person of an associate member dealing in the sale of materials, equipment or services incidental to the land improvement; and any contractor over the age of 70, shall be eligible for membership as a supporting member. Supporting members shall not be entitled to a vote in the association nor have access to the contractor benefit programs.

Honorary Membership: The board of directors may elect any person as an honorary member. Such person shall have contributed in some outstanding manner to the welfare of this association and its purposes. Honorary members shall be exempt from dues and shall not have the right to vote or hold office.

Section 2. The executive director will keep a full and complete roster of registered members for each classification.

ARTICLE IV - MEMBERSHIP STATUS

Section 1. Application for Membership: Application for membership in the association shall be granted upon submission of a fully completed application and all dues due and owing have been paid. All new memberships may be reviewed by the executive director and are subject to rejection upon said review, if such membership is deemed to be not in the best interests of the association, or harmful to the stated goals of MLICA, in the sole discretion of the executive director. Any person aggrieved by said decision shall have the right to appeal the decision in writing within 30 days to the executive committee.

Section 2. Resignation: Upon written request, a member may submit a letter of resignation from membership in MLICA.

BY-LAWS *(Continued)*

- Section 3. Termination: If, after two dues notices have been sent to the member, membership dues have not been received by the MLICA office within 90 days of the start of the new fiscal year, membership in MLICA will be automatically terminated.
- Section 4. Disciplinary Action: The executive committee shall serve as the disciplinary committee. This committee shall receive all complaints against members and shall supervise the investigation of those complaints.
- Section 5. Reinstatement: Upon written request filed with the MLICA office, the board of directors present at a regular or specially called meeting may, by a two-thirds majority vote, reinstate a member to active membership, upon such terms as appropriate.

ARTICLE V - FISCAL YEAR, DUES

- Section 1. Fiscal Year: The fiscal year of this Association shall begin on October 1 of each year and shall end on September 30 of the following year.
- Section 2. Dues: Annual membership dues are payable in advance. Dues structure for contractor, associate, and supporting membership will be established and structured by a simple majority of the voting membership of MLICA at a general membership meeting. Dues increases or assessments established by the voting membership of National LICA or National LICA Region IV will automatically be included in the MLICA dues structure.

The recorded minutes of a general membership meeting shall become the record of the dues structure until such time as said dues structure is revised and re-recorded in the general membership meeting minutes.

The state secretary/treasurer shall be responsible for the collection of member dues and assessments, as well as payment of annual National LICA and National LICA Region IV dues and assessments.

ARTICLE VI - OFFICERS AND ELECTIONS

- Section 1. Eligibility: Each state and district officer shall be a contractor member in good standing.
- Section 2. State Officers: The state officers shall be chairman of the board, president, vice president and secretary/treasurer. These officers shall serve as the executive committee for the board of directors.
- Section 3. District Officers: The district officers shall be president and vice president. These officers shall serve as voting members on the MLICA board of directors.
- Section 4. Term: Each state officer shall serve a term of one (1) year and each district officer shall serve a term of two (2) years. He/she may serve for two consecutive terms. The term of each newly elected officer shall begin at the annual convention.

Section 5. Succession of Officers:

State Officers: The vice president shall become president and the president shall become chairman of the board at the completion of his/her term.

District Officers: The vice president shall become president at the completion of his/her term.

Section 6. Nominations:

State Officer Nominations: The executive committee shall serve as the nominating committee and select two (2) nominees for the office of secretary/treasurer at least sixty (60) days prior to the annual convention at which an election is to be held. Nominations may be received from the floor at the annual convention. The nominees must be contractor members in good standing and must have consented to be a candidate.

District Officer Nominations: The district president and vice president shall serve as the nominating committee for the district and shall select two (2) nominees for the office of vice president thirty (30) days prior to the district general membership meeting at which an election is to be held. District officer nominations may be received from the floor at a district general membership meeting, providing the nominee is a contractor member in good standing and has consented to be a candidate.

Section 7. Elections:

State Officers: The secretary/treasurer shall be elected every year by a majority of the membership present at the annual convention which shall be held in the second fiscal quarter (January-March). The membership shall, at the same meeting, elect any other state officer when the succession set out herein is not complied with for any reason.

District Officers: Each organized, even-numbered MLICA district shall schedule a general membership meeting between October 1st and December 15th in even-numbered years, the purpose being to elect a vice president. Each organized, odd-numbered MLICA district shall schedule a general membership meeting between October 1st and December 15th in odd-numbered years, the purpose being to elect a vice president. The membership shall, at the same meeting, elect any other district officer when the succession set out herein is not complied with for any reason. The results of that election shall be communicated to the MLICA state office by December 30th. If no officers have been elected by the time the state annual convention is held, a district officer may be elected by a caucus of that district at the state annual convention.

Voting: Each contractor member in good standing has the right to cast a ballot by voice, secret ballot, or electronically during the state annual convention or his/her district's general membership meeting. Any three (3) members may call for a secret ballot.

Section 8. Vacancies: Vacancies shall be filled by the board of directors or the executive committee until another election can be held.

ARTICLE VII - ADMINISTRATION, BOARD OF DIRECTORS, AND DUTIES OF OFFICERS

- Section 1. The officers of the association shall be a chairman of the board, president, vice president, and secretary/treasurer. The officers shall serve as an executive committee and be authorized to conduct the affairs of the association between sessions of the board of directors.
- Section 2. The affairs and management of the association shall be conducted by a board of directors (here-in called the board), subject to these by-laws. The acts of the board shall be subject to review by the contractor membership upon written request to the secretary/treasurer by five (5) contractor members in good standing and, at the first general membership meeting thereafter, may be rescinded by a two-thirds vote of the contractor members in good standing who are present.
- Section 3. The board will consist of the district president and district vice president or two district members appointed by the district president from each organized district, plus the state officers (chairman of the board, president, vice president, and secretary/treasurer), the chairman of the associates' committee, and the auxiliary president.
- Section 4. The board may create such standing and special committees as it deems necessary and shall determine the number of persons to serve upon each committee. The chairman and members of these committees shall be selected by the president or the president's designee.
- Section 5. The chairman of the board shall be the presiding officer at all board meetings. The president shall be the presiding officer at all general membership meetings.
- Section 6. The president shall be the principal officer of the association and shall see that the by-laws and orders of the association are carried out and enforced. The president shall perform the duties incidental and usual to the office, having always in mind the general welfare and usefulness of the association. The president shall be an ex-officio member of all regular and special committees.
- Section 7. The vice president shall, in case of the absence or inability of the president to act, perform the duties incumbent to the office of the president. The vice president shall be an ex-officio member of all regular and special committees.
- Section 8. The secretary/treasurer shall have the responsibility for keeping full and correct accounts of the receipts and disbursements of the association as may be designated by the board. The secretary/treasurer shall be authorized to disburse funds on behalf of the association upon presentation of proper vouchers and shall render to the board and general membership an accounting of the finances of the association, not more infrequently than annually. The secretary/treasurer may delegate to an executive director any of these duties.

BY-LAWS (Continued)

- Section 9. The board may engage the services of an executive director who may be authorized by the board to employ such staff as may be necessary to transact the business of the association. Compensation to be paid to the executive director shall be determined by the executive board and adopted by the board in the annual budget.
- Section 10. The executive director shall be subject to instructions from the board. The executive director shall be present at all meetings of the association, board, and of all standing and special proceedings, reporting same to the association either verbally or in writing as the board may prescribe.
- Section 11. Funds collected by the secretary/treasurer shall be deposited in a bank selected by the board, and shall be withdrawn over the signature of the secretary/treasurer and the executive director. Upon approval by the board, a special fund for the use of the executive director shall be maintained by subsistence from the main fund and shall be used by the executive director for routine disbursements. A report of such disbursements shall be made annually to the board.
- Section 12. Any officer or member of the board may resign by submitting a written resignation to the executive director or to any member of the board.
- Section 13. The executive board or board shall fill any vacancy occurring in any office of the association for the unexpired term.
- Section 14: The state and district officers and members of the board shall serve without compensation.

ARTICLE VIII - MEETINGS AND QUORUMS

- Section 1. The association shall hold one annual convention during the second fiscal quarter (January - March) at a location to be designated by the board of directors or the chairman of the education/convention committee. Additional general membership meetings may be held at the discretion of the board.
- The districts shall hold at least two general membership meetings within a fiscal year.
- The board of directors shall meet at least twice within a fiscal year, once in the fall and once in the spring.
- Section 2. Special board meetings may be called by the president, chairman of the board, or at the request of at least one board member from at least 50% of the organized districts. Board members must be notified of the specially called meeting at least two weeks (14 days) in advance of the meeting date.
- Section 3. Except as may be from time to time otherwise provided by the articles of incorporation of the association or by these by-laws, a quorum for a MLICA general membership meeting, district membership meeting, and board meetings shall be defined as follows:

General Membership Meeting Quorum: Five (5) percent of all contractor members in good standing shall constitute a quorum of all meetings of the MLICA membership for the transaction of any business. The act of the majority of a quorum present at any meeting shall constitute the act of the association for all purposes, except as may be otherwise specifically provided by these by-laws. A lesser number than a quorum may convene from time to time until a quorum is secured, but no business may be transacted at any meeting unless a quorum is present.

District Membership Meeting Quorum: Ten (10) percent of all district contractor members in good standing shall constitute a quorum of all meetings of the district's membership for the transaction of any business. The act of the majority of a quorum present at any meeting shall constitute the act of the district for all purposes, except as may be otherwise specifically provided by these by-laws. A lesser number than a quorum may convene from time to time until a quorum is secured, but no business may be transacted at any meeting unless a quorum is present.

Board of Directors Quorum: At all meetings of the board there shall be present at least one third (1/3) of the members of the board in order to constitute a quorum. A lesser number than a quorum may convene from time to time until a quorum is secured, but no business may be transacted at any meeting unless a quorum is present.

- Section 4. Attendance to determine a quorum and voting privileges at all meetings referred to in these by-laws may be in person or through electronic means as described in Article II, Section 3 of these by-laws.
- Section 5. Proxy votes shall be limited to votes by the board of directors with written notice provided to the executive director by email, US Postal Service, or text at least one hour prior to the board meeting being called to order.

ARTICLE IX - AMENDMENTS

- Section 1. Revisions or amendments to the by-laws shall be made by affirmative vote of two-thirds of the members present at a general membership meeting of the association, provided that intention to revise the by-laws and text of the amendment(s) is contained in the notice of the meeting and mailed electronically or through the United States Postal Service to members not less than fifteen (15) days prior to the meeting.

In addition to the by-laws, the following policies and procedures will guide the association. They may be altered, amended, and/or edited by a vote of the Board of Directors at a regularly scheduled or specially called meeting.

CODE OF ETHICS

The Missouri LICA Code of Ethics and Conduct ("Code") requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. No individual member may serve in any capacity as a representative of the entire association without the approval of the Board of Directors or Executive Committee.

AWARDS

DISTRICT ACHIEVEMENT AWARD

This award is recognition of a district's outstanding efforts to achieve the goals of the association, including but not limited to educational programs for district and/or chapter members, membership development and retention, and membership participation in district or chapter events during the previous fiscal year. This award is not necessarily an annual award, but rather, will be awarded on merit.

Nominations for this award may be made by any current member of the association and should be sent, with any supporting documentation, to the executive director by November 1. The executive committee will serve as the selection committee, making their decision by December 1st and will award the recognition at the winter convention. The award will be a traveling plaque which will be held by the district from the time the award is presented until December 1 when it will be returned to the chapter office so it can be engraved for the next district winner.

ASSOCIATE OF THE YEAR

This award recognizes a Missouri LICA associate member who has demonstrated strong support for the association and its goals through support of and participation in district and/or chapter events, as well as membership development.

Nominations for this award can be made by any current member of the association and should be sent, with any supporting documentation, to the chapter office by November 1. The Associate of the Year cannot be awarded to the same associate member in two consecutive years. It will be awarded on merit, not necessarily every year. The executive committee will serve as the selection committee, making their decision by December 1st and will award the recognition at the Winter Convention. The award will be a plaque or similar keepsake to be kept by the associate member.

MILESTONE MEMBERSHIP AWARD

Milestone membership certificates will be awarded to contractor members who have retained consistent membership for at least five years. For contractors who have achieved five (5) years, a Milestone Certificate will be presented; for contractors who have achieved ten (10) or 15 years of membership, a framed Milestone Certificate will be presented; for contractors achieving 20 years or longer of membership will receive a small plaque with recognition of the date they joined. Members who have achieved 50 years of membership will be invited with their spouse to attend the winter convention's Awards banquet for a special presentation.

PRESIDENT AND PAST PRESIDENT LAPEL PINS

A Past President and President lapel pin will be held by the person serving in those positions and passed down to the newly elected state officers during the installation ceremony at the winter conventions.

COMMITTEES

STANDING COMMITTEES

Budget & Finance

- ♦ Consists of the executive committee, with the secretary/treasurer serving as chairman
- ♦ Sets guidelines for the review of all budget and financial statements, as well as maintaining awareness of all tax returns, bonding and year-end balance sheets
- ♦ Addresses all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The chairman will also serve as the Missouri LICA compliance officer referred to in the whistleblower policy listed below.
- ♦ The budget for the year shall be prepared by the executive director and/or secretary/treasurer and shall be approved by the board of directors prior to the start of the fiscal year. If needed, a special board meeting may be called to adopt the budget. The approved fiscal year budget shall serve as an association guideline. It is the responsibility of the executive director to inform the board of any budget deviations or discrepancies, occurred or anticipated.

Convention/Education

- ♦ The vice president shall serve as chairman of this committee with up to four (4) members and the executive director.
- ♦ Shall be responsible for selecting a location and organizing speakers, classes, events and activities for the winter convention, as well as providing the same services for any educational and/or safety training sessions
- ♦ Shall solicit auction donations, if the board of directors determines that an auction will be held during the winter convention to raise funds for the MLICA Memorial Scholarship Fund

Disciplinary

- ♦ The executive committee shall serve as the disciplinary committee. This committee shall receive all complaints against contractors and it shall supervise the investigation of those complaints.
- ♦ Upon receipt of a complaint, the disciplinary committee shall appoint an investigating committee consisting of three MLICA contractors. The members of the investigating committee shall reside outside the trade territory of the contractor involved in the complaint.
- ♦ The investigating committee will first confront the contractor with the alleged violation. If the investigating committee, contractor, and the original complainant can agree on an action to be taken, and if that action is completed, the investigating committee shall report to the disciplinary committee that the complaint has been resolved.
- ♦ If the contractor will not act according to the recommendations of the investigating committee, then a report containing the prescribed action shall be made to the disciplinary committee.
- ♦ The disciplinary committee shall review the case and make the proper recommendations for disciplinary action to the full board of directors. These recommendations shall be subject to approval or amendment by a majority vote of the board of directors, either electronically or in person at a regular or specially called meeting.
- ♦ Whenever a majority of the board, in a regular or special meeting assembled, shall determine that any member has committed a violation of the by-laws, said majority may enact any disciplinary measure it deems advisable, including but not limited to a private or public reprimand, censure of the member, or revocation of membership; provided that a written notice of the proposed action of the board be mailed by Registered Return Receipt Requested Mail to the member or members concerned, and provided further that after the mailing of said notice a reasonable time be allowed for the member or members subject to such action to appear before the board to show why the disciplinary action should not be enacted.

Legislative

- ♦ Shall consist of a chairman and up to four (4) members who shall work to monitor proposed legislation that could/would effect and be a concern of Missouri LICA membership.
- ♦ No individual member may offer testimony as a representative of the entire association to any chamber of the Missouri Legislature without the approval of the board of directors or executive committee.
- ♦ Work with the National LICA Legislative Liaison to develop white papers on issues of concern to Missouri LICA members. These will be posted to the association's web site.

Nominating Committees

- ♦ State Officer Nomination committee and procedures are outlined in the by-laws.
- ♦ District Officer Nomination committee and procedures are outlined in the by-laws.
- ♦ Honorary Memberships: Any current member may nominate an Honorary Member by submitting an application, with supporting documentation, to any member of the board of directors. After reviewing the nomination, the board of directors will make the final determination of the nominee's membership status.

Additional Committees/Task Forces

- ♦ Additional committees and task forces may be established by the president, in accordance with the board of directors' goals and annual program of work.
- ♦ The president shall name a chairman of the committee and/or task force, with that chairman selecting his/her committee or task force members. Committees and task forces will conduct their business between board of directors meetings and will record minutes of these meetings to be filed with the chapter office within 30 days of each meeting.
- ♦ Committee and/or task force chairmen will make a report of their activities, motions, and recommendations at each board of directors and general membership meeting. Upon approval of the reports, the board of directors will require an approved motion to take action on committee and/or task force recommendations.
- ♦ No committee or task force chairman or member has the authority to distribute association funds or enter into any legal agreement. This authority lies with the board of directors and/or executive committee.

CONFLICT OF INTEREST

Article I - Purpose

- ♦ The purpose of the conflict of interest policy is to protect this tax-exempt organization's (MLICA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of MLICA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II - Definitions

- ♦ Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- ♦ Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which MLICA has a transaction or arrangement,
 - b. A compensation arrangement with MLICA or with any entity or individual with which MLICA has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MLICA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 of this policy, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III - Procedures

- ♦ Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board of directors concerning the proposed transaction or arrangement.
- ♦ Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board of directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board of directors shall decide if a conflict of interest exists.
- ♦ Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation to the board of directors, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairman of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the board of directors shall determine whether MLICA can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in MLICA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- ♦ Violations of the Conflicts of Interest Policy
 - a. If the board of directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board of directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including but not limited to a private or public reprimand, censure of the member, or revocation of membership.

Article IV - Records of Proceedings

- ♦ The minutes of the board of directors shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board of director's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

- ♦ A voting member of the board of directors who receives compensation, directly or indirectly, from MLICA for services is precluded from voting on matters pertaining to that member's compensation.
- ♦ A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MLICA for services is precluded from voting on matters pertaining to that member's compensation.
- ♦ No voting member of the board of directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MLICA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- ♦ No member of the board of directors shall receive any form of compensation, directly or indirectly, for performance of his/her duties, including any additional benefit package.
- ♦ No Board member may receive a raise or other financial benefit voted on by that Board member during that term of their office.

Article VI - Annual Statements

- ♦ Each director and principal officer shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands MLICA is not-for-profit [501 (c) (6)] and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

- ♦ To ensure MLICA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the MLICA written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII - Use of Outside Experts

- ♦ When conducting the periodic reviews as provided for in Article VII, MLICA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.

FINANCES

General Policies:

- ♦ The chapter's financial statements will be sent by the executive director to the secretary/treasurer each month.
- ♦ An annual review of the chapter's financial statements will take place at the general membership meeting.
- ♦ An annual review of the association's finances will be conducted by an independent CPA, unless the board votes to conduct a review or audit more frequently.
- ♦ The board of directors will review the chapter's financial statements at each of its meetings.
- ♦ The association shall honor member pricing at its sponsored events for any LICA member.

Districts

- ♦ The chapter office shall be responsible for holding and maintaining all district funds. A reporting of the district's funds shall be provided at the board of directors and general membership meetings.
- ♦ Expenses related to District Meetings shall be reimbursed, based on the requirements listed under the reimbursements policy.

Document Retention and Destruction

- ♦ Any document to be retained under this policy may be kept in either paper or electronic format.
- ♦ Paper or electronic documents indicated under the terms for retention in the following section will be transferred and maintained by the chapter office;
- ♦ All other paper documents may be destroyed after three years;
- ♦ All other electronic documents may be deleted from all individual computers, data bases, networks, and back-up storage after three years;
- ♦ No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation;
- ♦ No paper or electronic documents will be destroyed or deleted if a federal award or other government grants provides for a longer retention period than is required by other statutory requirements; and
- ♦ No paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards (Single Audit Act).

POLICIES & PROCEDURES (Continued)

Record Retention

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank reconciliations and statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Contract period
Corporate Documents (Articles of Incorporation, By-Laws, Policies & Procedures)	Permanently
Correspondence (general, members & vendors)	2 years
Correspondence (legal and important matters)	Permanently
Deeds, mortgages, and bills of sale	Permanently
Depreciation schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense analyses/expense distribution schedules	7 years
Year-end financial statements	Permanently
Insurance records, current accident reports, claims, policies, etc. (active and expired)	Permanently
Internal audit reports	3 years
Inventory records for products, materials, and supplies	3 years
Invoices (to members, from vendors)	7 years
Minute books, by-laws, and charter	Permanently
Patents, Trademark registrations, copyrights, and related papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Time sheets	7 years
Withholding tax statements	7 years

Dues

- ♦ A contractor membership includes membership in a state district; the state chapter; the National Land Improvement Contractors of America's (National LICA) Region IV, composed of the Iowa, Illinois, Minnesota, Missouri, and Wisconsin state chapters; and the National LICA.
- ♦ The executive director will remit National LICA dues payments for all renewed members no later than December 31. After that date, National LICA renewal membership dues will be submitted as they are received by the chapter.
- ♦ If, after two dues notices have been sent to the member and membership dues have not been received by the chapter office within 90 days of the start of the new fiscal year, membership in MLICA will be automatically terminated.
- ♦ A member has to have dropped his/her membership for more than five (5) consecutive years to receive any new member benefits.
- ♦ A new contractor member's dues are guaranteed. If a new contractor member attends the entire winter convention and is not satisfied with his/her membership, MLICA will refund their entire dues upon a written request to the chapter office and approval by the board of directors.

Reimbursements

- ♦ Reimbursement for expenses will be paid as follows:
 - a. Mileage will be reimbursed at the rate set by the Internal Revenue Service at the time of travel or, when opting to drive instead of fly, not to exceed the cost of an airline ticketbooked at least a month advance;
 - b. Registration for National LICA meetings will be refunded at the "Early Bird" rate for each event;
 - c. Airfare will be reimbursed at the 30-day in advance reservation rate;
 - d. Meals for one day of travel to and one day of travel from the event, as well as meals not included in the event registration fee will be reimbursed with receipts;
 - e. Reimbursements will not be made for liquor charges;
 - f. Hotel lodging for one room for the length of the event, as well as for one night before the event begins, if necessary;
 - g. Receipts for qualified expenses must be submitted to the chapter office within one quarter following the event(s); and
 - h. If the spouse/partner does not have a role/function for the full meeting/event, a W-9 must be completed prior to expense reimbursement and a 1099-NEC will be issued at the end of the year.
- ♦ The chapter will reimburse district presidents and/or vice presidents for expenses incurred related to a district meeting which fulfills the board-approved program of work.
- ♦ The chapter will reimburse the president and spouse/partner for travel and registration fees related to National LICA winter conventions and summer meetings, district meetings, chapter meetings, and special events in compliance with the reimbursement requirements.

POLICIES & PROCEDURES *(Continued)*

- ♦ The chapter will reimburse the vice president and spouse/partner for travel and registration fees related to attendance at the National LICA winter convention and summer meeting during the second year of his/her term in compliance with the reimbursement requirements.
- ♦ The chapter will reimburse up to \$500 per delegate for expenses related to travel and registration fees at the National LICA winter convention in compliance with the reimbursement requirements.
- ♦ The chapter will provide a guest room and registration expenses of a representative from National LICA and the National LICA regional vice president when attending chapter events by invitation.

GENERAL MEMBERSHIP MEETING(S) AND WINTER CONVENTION

- ♦ The general membership meeting(s) shall be for the purpose of electing officers and delegates, reviewing final financial statements from the previous and current fiscal years, and reports of activities from committees and task forces. All other items pertaining to chapter's day-to-day operations remain the province of the board of directors.
- ♦ A new contractor member will receive two complimentary registrations to the annual general membership meeting/winter convention, if he/she pre-registers for the event.
- ♦ The agenda for the general membership meeting will be developed by the executive director and chairman of the convention/education committee and will be presented to the board of directors for additions and approval.
- ♦ The rules contained in the recent copy of Robert's Rules Revised shall govern in all cases which are applicable and not in conflict with the by-laws.

INSURANCE

- ♦ The chapter will endorse only one property/casualty and/or workers' compensation insurance program for its contractor members, with an annual review of the policy to be performed by the executive committee or a task force appointed by the president.
- ♦ Insurance coverage for special events, directors & officers, and liability will be held by the chapter, with an annual review of the policies to be performed by the executive committee or a task force appointed by the president.

PUBLICATIONS, WEB SITE, AND COMMUNICATIONS

- ♦ A newsletter will be produced at least quarterly which will be mailed and emailed to the current membership, honorary members or their surviving heir, National LICA contacts, Region IV chapters, the NRCS State Conservationist and Engineer, and the DNR Soil and Water Program Director.
- ♦ A membership directory will be produced annually, as well as maintained on the chapter's web site. A complimentary copy will be mailed to the NRCS State Conservationist and Engineer, and the DNR Soil and Water Program Director.
- ♦ The chapter will maintain a web site with hosting services and domain registration.
- ♦ The chapter will retain a service or services to provide mass emails and texting in order to keep the membership up-to-date on chapter activities.

SCHOLARSHIPS

Missouri LICA Memorial Scholarship

- ♦ The Missouri LICA Memorial Scholarship in the amount of \$1,000 may be awarded to a qualifying spouse, child, step-child, grandchild, or step-grandchild of a contractor member.
- ♦ The award will be distributed directly to the student to be used for tuition and/or any ancillary expenses related to his/her college education. The executive committee will serve as the selection committee, with board of directors approval of the final award recipients.
- ♦ There will be two application dates in each year: March 1 and September 1. The scholarship funds will be distributed to the student after board approval and receipt of the student's enrollment verification from the applicant's school.
- ♦ The board of directors will determine the amount of a contribution to the Memorial Scholarship Fund from any fundraising events, such as an auction or golf outing which will be used to establish and maintain this scholarship fund. In addition, the fund will accept contributions from any deceased member's friends and family.
- ♦ The chapter will make a \$50 contribution to the fund in the name of any contractor member who has passed away.
- ♦ The president may authorize a \$50 payment to the fund in the name of any deceased individual whose contributions to LICA merit the donation. The board of directors will review a list of Memorial Scholarship donations at its next meeting.

State Technical College of Missouri Scholarship

- ♦ The MLICA Auxiliary will sponsor a \$1,000 scholarship through the State Technical College of Missouri.
- ♦ The scholarship may be paid to the school for an individual pursuing a Certificate or Associate of Applied Science Degree in one of the following State Technical College of Missouri programs: Civil Engineering Technology or Heavy Equipment Operations.
- ♦ The school's Foundation will receive scholarship applications and select a winner. The school will provide the recipient's picture and application summary to Missouri LICA for publication in a subsequent Missouri LICA newsletter.

STRATEGIC PLAN

- ♦ The Strategic Plan will be reviewed by the board of directors at least once a year.
- ♦ Every three to five years, the president will appoint a committee to review and update the strategic plan for approval by the board of directors.

WHISTLE BLOWER

General

- ♦ The Missouri LICA Code of Ethics and Conduct (“Code”) requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

- ♦ It is the responsibility of all directors, officers, and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

- ♦ No director, officer, or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith 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.

Reporting

- ♦ A person’s concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to the president. If, for any reason, a person finds it difficult to report his or her concerns to the president, the person may report the concerns directly any member of the board of directors or the executive director. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above.
- ♦ Illustrative Types of Concerns
 - ♦ The following is a nonexhaustive list of the kinds of improprieties that should be reported:
 - ♦ Supplying false or misleading information on Missouri LICA’s financial or other public documents, including its Form 990
 - ♦ Providing false information to or withholding material information from Missouri LICA’s board of directors or auditors
 - ♦ Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to an official proceeding, in violation of federal or state law or regulations
 - ♦ Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document’s availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal or state law or regulations
 - ♦ Embezzling, self-dealing, private inurement (i.e., Missouri LICA earnings inuring to the benefit of a director, officer, or senior management) and private benefit (i.e., Missouri LICA assets being used by anyone in the organization for personal gain or benefit)

POLICIES & PROCEDURES *(Continued)*

- ♦ Paying for services or goods that are not rendered or delivered
- ♦ Using remarks or actions of a sexual nature that are not welcome and are likely to be viewed as personally offensive, including sexual flirtations; unwelcome physical or verbal advances; sexual propositions; verbal abuse of a sexual nature; the display of sexually suggestive objects, cartoons, or pictures; and physical contact of a sexual or particularly personal nature.
- ♦ Using epithets, slurs, negative stereotyping, and threatening, intimidating, or hostile acts that relate to race, color, religion, gender, national origin, age, or disability
- ♦ Circulating or posting written or graphic material in the workplace that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, nationality, age, or disability
- ♦ Discriminating against an employee or potential employee due to a person's race, color, religion, sex, sexual orientation, national origin, age, physical or mental impairment, or veteran status
- ♦ Violating Missouri LICA's Code of Ethics or Conflict-of-Interest Policy
- ♦ Facilitating or concealing any of the above or similar actions

Compliance Officer

- ♦ MLICA's compliance officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and shall advise the executive director and/or the finance & budget committee. The compliance officer is required to report to the board of directors at least annually on compliance activity. The MLICA compliance officer is the chair of the finance & budget committee.

Finance and Budgets

- ♦ The finance & budget committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The compliance officer shall immediately notify the finance & budget committee of any such complaint and work with the committee until the matter is resolved, reporting such resolution to the board of directors.

Acting in Good Faith

- ♦ Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

- ♦ Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

- ♦ The compliance officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within ten(10) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

OFFICER ROLES & RESPONSIBILITIES *(Last Amended May 20, 2021)*

In addition to the roles and responsibilities outlined in the by-laws and the association's policy and procedure manual, the following responsibilities will help guide officers in the performance of their duties.

Executive Committee

- ♦ The executive committee shall conduct the business of the association when the board of directors is not in session.

Board of Directors

- ♦ Conducts all business of Missouri LICA between the membership meetings
- ♦ Annually, each director shall complete and sign a Conflict of Interest Policy Agreement and file it with the chapter office
- ♦ Attend all board of directors meetings; if unable to attend a board of directors meeting, assign a proxy, discuss pertinent issues with the proxy, complete a proxy statement and return it to the chapter office at least one week before the meeting.
- ♦ Adopt all standing rules necessary for the transaction of business provided they do not conflict with the by-laws
- ♦ Delegate authority to the executive committee between board of directors meetings
- ♦ Review and adopt an annual budget prior to the start of the fiscal year
- ♦ Review the Memorial Scholarship funds and, if needed, establish fundraising events, such as an auction at the winter convention and/or golf outing
- ♦ Adopt a program of work for the year

Chairman of the Board

- ♦ The chairman shall preside at the board of directors meetings.
- ♦ Shall be present for all executive committee, board, and general membership meetings; if the chairman is unable to attend, he/she should contact the executive director or president prior to the meeting with any concerns he/she would like discussed.
- ♦ Assist the president in implementing the association's program of work
- ♦ Serve as chairman of the chapter's nominating committee
- ♦ Establish a minimum of two (2) meeting dates for the board of directors per fiscal year

President

- ♦ The president shall preside at all executive committee and general membership meetings.
- ♦ Reports on chapter activities at all board of directors and general membership meetings
- ♦ Shall establish a schedule of executive committee meetings for the year
- ♦ Every three to five years, appoint a committee to review and update the strategic plan for approval by the board of directors
- ♦ Develop an annual program of work to be presented to the board of directors for approval, including a committee and/or task force structure to accomplish the program, and appoint committee and/or task force chairs

OFFICER ROLES & RESPONSIBILITIES *(Continued)*

- ♦ Provide each committee and/or task force chair with a specific outline of what needs to be accomplished to fulfill the program of work
- ♦ Stay in contact with the committee and task force chairs to monitor progress and offer assistance throughout the year and, specifically, before a board of directors or general membership meeting
- ♦ Shall be present for all executive committee, board of directors, and general membership meetings; if the president is unable to attend, he/she should contact the executive director or chairman of the board prior to the meeting with any concerns he/she would like discussed
- ♦ Keep in direct and frequent contact with the executive director and executive committee to monitor progress on the program of work
- ♦ Shall ensure that all orders and resolutions of the board of directors are carried out
- ♦ Exercise authority over the office of the executive director
- ♦ Work with the National LICA Region IV vice president on any issues of concern
- ♦ One month prior to National LICA executive committee, board of directors, and general membership meetings, provide the Region IV vice president with a report of the chapter's activities
- ♦ Attend National LICA winter conventions and summer meetings
- ♦ May assign any of these duties to the vice president and/or executive director
- ♦ Welcome newly elected district officers; work with them throughout the year

Vice President

- ♦ Shall be present for all executive committee, board of directors, and general membership meetings; if the vice president is unable to attend, he/she should contact the executive director or president prior to the meeting with any concerns he/she would like discussed
- ♦ Perform such duties as may be assigned to him/her by the board of directors, president, or executive committee
- ♦ Chair the convention/education committee and coordinate committee efforts with the executive director

Secretary/Treasurer

- ♦ The secretary/treasurer shall be present for all executive committee, board of directors, and general membership meetings; if the secretary/treasurer is unable to attend, he/she should contact the executive director or president prior to the meeting with any concerns he/she would like discussed
- ♦ Report on the chapter's finances and membership counts at the board of directors and general membership meetings
- ♦ Shall record minutes for all board of directors and general membership meetings to be filed with the chapter office within 30 days of the meeting
- ♦ Shall meet with the executive director immediately after being elected to review the chapter's financial statements, budget, and investments
- ♦ Conduct monthly financial statement and budget reviews

OFFICER ROLES & RESPONSIBILITIES *(Continued)*

- ♦ May delegate to the executive director the day-to-day financial considerations and duties related to recording meeting minutes
- ♦ Shall serve as chairman of the finance & budget committee, as well as the association's compliance officer

District Presidents

- ♦ Hold at least two (2) membership meetings per year to support the association goals
- ♦ Update the executive director with specific district meeting plans at least one month before scheduled district meeting so promotion of the meeting can be performed in a timely manner
- ♦ If possible, follow up the executive director's promotion of the district meeting (snail mail, email, and text messages) with a personal reminder phone call
- ♦ Shall preside over district membership meetings
- ♦ Present a program of work for the district, including dates for membership meetings and membership drives, at the fall board of directors meeting
- ♦ Shall serve with the district vice president as the nominating committee for the district elections; hold elections as required by the by-laws; report election results to state office by December 30
- ♦ Attend all board of directors' meetings; if unable to attend, assign a proxy, discuss pertinent issues with the proxy, complete the proxy statement and return it to the chapter office at least one week before the meeting
- ♦ Hold an annual membership drive within the district
- ♦ Review district financial statements at board of directors meetings
- ♦ Submit expenses for district meetings and activities as outlined in the reimbursement policy
- ♦ Contact new members and welcome them; contact non-renewed members after October 1 to determine the cause of non-renewal; report findings to the chapter office
- ♦ May assign any of these duties to the district vice president

District Vice Presidents

- ♦ Shall attend all board of directors' meetings; if unable to attend, assign a proxy, discuss pertinent issues with the proxy, complete the proxy statement and return it to the chapter office at least one week before the meeting
- ♦ Support district president in district activities
- ♦ Shall preside over district meetings if the district president is unable to attend
- ♦ Record minutes of each district membership meeting, retain a copy within the district, and send a copy to the chapter office within 30 days of the meeting.

Polices Last Updated: March 26, 2022