



Laredo Chamber of Commerce

Policy and Procedures Manual

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Policy Statement

This manual is intended to be a reference and guide to the Board of Directors, members, employees, and volunteers of the Laredo Chamber of Commerce (“The Chamber”).

The entire organization including the board of directors, administrators, and staff shall work together to make certain that all matters of the organization are addressed with care, integrity, and in the best interest of The Chamber.

The policy and procedural guidelines contained in this handbook are designed to:

1. Protect the assets of The Chamber;
2. Ensure the maintenance of accurate records of The Chamber’s financial activities;
3. Provide a framework of operating standards and behavioral expectations of volunteers and staff; and,
4. Ensure compliance with federal, state, and local legal and reporting requirements.

The Executive Director of The Chamber has the responsibility of administering these policies and ensuring compliance with procedures that have been approved by the Board of Directors. Exceptions to written policies may only be made with the prior approval of the Executive Committee or Board of Directors. The Chamber reserves the right to add, amend, or delete any policy or procedure stated herein at any time.

Legend

Chamber: Laredo Chamber of Commerce

ED: Executive Director

EC: Executive Committee

BOD: Board of Directors, The governing body of the Chamber

Organizational Structure

The Laredo Chamber of Commerce is a member-based not-for-profit 501 (c)(6) association dedicated to serving the needs of our member businesses in a variety of ways including, but not limited to, the following: encouraging investment in Laredo, representing our members in the community, and improving the business climate for all member businesses. We are focused on providing services to help our members sell more, expand their operations, create jobs, and develop new products/services while partnering with many other organizations in Laredo’s business community.

Our beliefs are founded on our core values of honesty, integrity, trust, and regard. We at the Laredo Chamber of Commerce are dedicated to improving our community and stimulating our economy.

Mission

We are a membership organization that provides leadership by connecting, building, and growing the economic interests of the business, tourism, and educational initiatives of the Laredo/Webb County Metropolitan area by being a politically proactive advocate for our members, providing professional development, and serving as a catalyst for emerging trends.

Vision

To be a trusted resource and partner for the business community by listening, educating, cultivating, and advancing our region through engaged leadership and advocacy.

Values

Develop

The Laredo Chamber of Commerce is dedicated to fostering economic development in our community.

Encourage

The Laredo Chamber of Commerce promotes a planned development of resources and infrastructure in our region.

Promote

The Laredo Chamber of Commerce will promote economic development and tourism in our region.

Composition of the Board

The Board of Directors shall consist of thirty-two (32) members. The composition of the BOD shall be as follows:

- Eight (8) members shall be appointed by the Chairman of the Board, with Board approval.
- Twenty-four (24) members shall be elected in accordance with Article V, Sections 10, 11, 12 and 13 of the Chamber's Bylaws.

Past Chairman

The Past Chairman is responsible for ensuring a smooth transition of the new Chairman into a leadership role. He/she also serves on the Executive Committee. The past Chair acts as a resource to the Chairman and the Board by providing input and raising awareness of policies, process of historical perspective as appropriate.

Chairman

The Chairman of the Board is responsible for presiding over meetings of the Board and possesses the right to vote on any committee or subcommittee, excluding the Nominating Committee. The Chairman of the Board shall address The Chamber during the Annual Meeting and when deemed necessary, to communicate matters and suggestions aimed at promoting The Chamber's welfare and enhancing its effectiveness. Additionally, the Chairman is responsible for performing duties incidental to the office and those prescribed by the Board of Directors to ensure The Chamber operates efficiently and successfully.

Chairman-Elect

The Chairman-Elect shall utilize the year to familiarize himself/herself with all of the duties and responsibilities that must be accomplished by the Chairman of the Board. He/she shall always be alert to the talent that he/she may wish to use on committees and subcommittees during his/her year program which will perfect the effective continuation of the entire Chamber program. The Chairman-Elect shall act as presiding officer at such times when the Chairman is absent.

Secretary/Treasurer

In conjunction with the Accounts and Payroll Manager, the Secretary-Treasurer shall keep an account of all monies received and expended for use. He/she shall also submit monthly reports at the Board meeting. The funds, books, and vouchers at all times are subject to the verification and inspection of the Board of Directors. In addition, he/she shall keep and preserve the seal of the Chamber; cause to be kept all books, documents, and communications; cause to be kept books of account; maintain record of the proceedings of the Chamber Board of Directors; and shall cause records to be kept for all committees and subcommittee.

Executive Director

The Chamber's administration and management shall be overseen by a salaried staff leader, known as the Executive Director, appointed by the Chairman of the Board and approved by the Board of Directors.

The Executive Director shall hire, and if necessary, terminate the employment of staff members essential for conducting The Chamber's work.

The responsibilities of the Executive Director shall include, but are not limited to, the following: he/she shall conduct the official correspondence of the Chamber; shall perform such other duties as are usually incidental to the Board of Directors office; shall be the official representative of the Chamber in all matters and will be authorized to sign official documents in the representation of the Chamber; and shall be a nonvoting member of all committees and subcommittees of the Chamber. The Executive Director may not be a member of the Nominating Committee. The Executive Director's salary shall be determined by the Executive Committee.

Board Responsibilities and Duties

The Board of Directors has the responsibility to:

- Determine and periodically re-evaluate the Chamber's mission, bylaws, and policies.
- Ensure that effective and strategic plans are created for implementing the mission of the Chamber.
- Adopt an annual budget to support the strategic plan. Closely monitor the fiscal health of the Chamber.
- Establish fundraising goals and take a leadership role in achieving them. Each board member has different skills and personalities.
- Enhance the Chamber's public standing and advocate for its issues in the community and at all levels of government.
- Monitor, ensure, and take responsibility for the legal, ethical, and fiscal integrity of the Chamber.
- Speak with one voice, as a corporate body. No individual member may speak for the Board of Directors, except the Chairman of the Board.
- Select, support, guide and, if necessary, dismiss the Executive Director.
- Prepare for meetings by reviewing the agenda and supporting documents.
- Follow the Chamber's bylaws, policies, and board resolutions.
- Sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings.
- Maintain confidentiality about all internal matters of the Laredo Chamber of Commerce
- Serve on at least one committee to assist in effectively steering the organization towards its goals.

These responsibilities serve the following purposes:

- A. Encourage two-way communication throughout the year to achieve the fullest possible understanding of all expectations, thereby improving job performance.
- B. Provide the Board with a clear picture of the Chamber's status so as to chart its future more effectively.
- C. Enable the Board to support its Executive Director and staff.

Policies Affecting the Board

The following policies apply at all meetings of the Chamber Board and its Committees, and at all meetings of any Board, Committee or Agency to which members are appointed as a representative of the Chamber Board. Board members may face possible dismissal and replacement if they fail to comply. It is the duty of the Chairman 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.

Attendance Policy

Absence of voting members from three consecutive regular meetings of the Board without an excuse deemed valid and so recorded by the Board shall be construed as a resignation, and such vacancy may be filled by the Board as provided in Section 16 of the Chamber Bylaws.

A Board Member may be excused from a meeting by contacting the Board Chairman or his/her designee prior to the meeting and stating the reason for his/her inability to attend the meeting. During the meeting, the Board shall be informed of the Board Member's reason to be absent and determine whether to make a motion to excuse the absent Board Member. Upon passage of the motion by a majority of the Board Members present, the absent Board Member shall be considered excused, and the appropriate notation will be made in the minutes. If the motion is not passed or the above procedure is not followed, the minutes will reflect that the absence is unexcused.

Personal illness, family emergencies, military absences, family weddings, family graduation or school functions, funerals, bona fide business or employment obligations, and vacation trips shall constitute good cause for nonattendance at Board meetings. Whether good cause exists for any other absence shall be determined by vote of the majority of Board Members present.

Confidentiality Policy

This **Confidentiality Policy** applies to all members of The Laredo Chamber of Commerce ("the Chamber") who serve in voluntary governance positions, which include the Board of Directors, Executive Committee, and standing and special committees.

Policy

It is the policy of The Laredo Chamber of Commerce that the board, committee members, and staff of the Laredo Chamber of Commerce shall not disclose confidential information belonging to, or obtained through their affiliation with, the Chamber to any person, including their relatives, friends, and business and professional associates, unless the Chamber has authorized disclosure in writing.

This policy is not intended to prevent disclosure where disclosure is required by law. Confidentiality is the preservation of privileged information. Board members and other volunteers are cautioned to demonstrate professionalism, good judgment, and care at all times in handling any information related to the Laredo Chamber of Commerce to avoid unauthorized or improper disclosures of confidential information. While board and committee members are expected and encouraged to discuss the organization with one another and the targeted public, they shall not report opinions expressed in meetings, nor shall they report independently on committee action, or engage in any communication which has not been approved by the Executive Director or Chairman of the Board that would not be supported by board policy, procedures, or decisions. Further no board member, committee member, staff, or volunteer shall use information gained through their affiliation with The Chamber to advance any personal interest, whether financial, employment-related, or otherwise. No board member, committee member, staff, or volunteer shall engage in any activity where he or she is expected to disclose confidential information gained by reason of serving on The Chamber.

At the end of the board or committee member's term or upon his/her retirement, resignation, or removal from the Board of Directors or committee, he/she shall return, at the Chamber's request, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his/her possession. It is expected that board and committee members (trustees and committee members), will not use trade secrets, client lists, or other confidential information acquired by virtue of being on the board or committee, even after they complete their service with the Laredo Chamber of Commerce.

Governance

From time to time, it may be necessary or required for meetings of the Board of Directors (certain committees, etc.) to be held in executive session. The proceedings of these meetings are confidential in nature and shall not be disclosed to individuals who were not present at the meeting. Any information discussed at a meeting held in an executive session or documents that are disseminated are to remain confidential and may not be shared with anyone not in attendance.

Policy Adherence and Consequences

Any breach of this Confidentiality Policy shall be considered inappropriate behavior. Adherence to this policy is mandatory for all members serving on committees or the board. Failure to comply with the policy guidelines may result in disciplinary action, including the possibility of being removed from committees or the board, at the discretion of the Executive Director and/or the Chairman of the Board. Regular review of this policy and members adherence to it shall be conducted to ensure compliance and to ensure any violations are dealt with seriously and promptly.

Board of Directors Commitment Statement

The Board of Directors exists to secure and promote the financial, legal, and ethical well-being of the organization and to ensure that it fulfills its mission. As a member of the Board of Directors of the Laredo Chamber of Commerce, I understand that I have a *duty of care* to always work in the best interests of the organization, a *duty of loyalty* to put the good of the organization first and avoid any conflicts of interest and a *duty of obedience* to be faithful to the central goals of the organization and follow its governing documents.

In furtherance of these commitments and responsibilities, I pledge to:

- Attend, fully prepare for, and diligently participate in board meetings, committee meetings, and special events. I acknowledge that being absent from three consecutive board meetings, without a valid excuse, shall be considered a resignation.
- Make an annual personal financial contribution or in-kind donation at a level that is commensurate with my financial means.
- Actively participate in helping to develop resources for the organization, act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
- Strive to keep abreast of trends, issues, and current developments that may affect the organization. Stay informed about what is going on in the organization, including asking questions and requesting information as needed. I will participate in and take responsibility for making decisions on issues, policies, and other board matters.
- Actively voice my opinions and concerns, and open-mindedly consider everyone else's opinions and concerns, in all board decision-making. I trust that we all share a constant passion for this organization's mission.
- Exercise my authority as a board member only when acting in a meeting with the full board or when appointed by the board.
- Represent the organization in a positive and supportive manner at all times. Bring a sense of humor and active listening to my participation in meetings.
- Work collaboratively with staff and other board members as partners toward the achievement of the Chamber's goals.
- Strictly maintain the confidentiality of all privileged or sensitive information provided to me to safeguard the organization's reputation and integrity, as well as the privacy rights of individuals and donors connected with the organization and the Board. I accept this principle as one that should survive my period of board service.

If I do not fulfill these commitments to the organization, I will expect the board chair to discuss my responsibilities with me. Should I find myself unable to carry out the duties and responsibilities listed above to the best of my abilities, I agree to resign my position as member of the Board of Directors of the Laredo Chamber of Commerce.

Code of Ethics for Directors

Purpose

The Laredo Chamber of Commerce (hereafter referred to as "the Chamber") is committed to upholding the highest ethical standards in all its operations and relationships. This Ethics and Conflict of Interest Policy aims to guide staff and volunteers in making decisions that avoid conflicts of interest and ensure the Chamber's reputation for integrity and impartiality.

Scope

This policy applies to all employees, officers, directors, and volunteers (hereafter referred to collectively as "individuals") associated with the Chamber.

Conflict of Interest Disclosure

Individuals shall promptly disclose any actual or potential conflicts of interest to the Chamber's Executive Director or board of directors. A conflict of interest exists when an individual's personal, financial, or other interests may interfere with their ability to act in the best interest of the Chamber.

Resolution

Upon disclosure, the board of directors shall review and assess the conflict of interest and determine the appropriate course of action. This may include recusal from decision-making processes or taking corrective measures to eliminate the conflict.

Confidentiality

Individuals shall respect the confidentiality of all Chamber information and shall not use it for personal gain or disclose it to unauthorized parties. Confidential information includes, but is not limited to, information about the organization, its members, partners, donors, employees, and other stakeholders.

Financial Integrity

Accounting Records

All financial transactions shall be accurately and transparently recorded in the Chamber's financial records. Individuals involved in financial matters must adhere to generally accepted accounting principles and legal requirements and the Chamber's policies, procedures, and administrative regulations.

Personal Financial Gain

Individuals shall not use their positions at the Chamber to gain personal financial benefits, directly or indirectly, at the expense of the Chamber's mission and interests.

Gifts and Entertainment

Individuals shall not accept gifts, favors, or entertainment that may compromise their impartiality or the Chamber's reputation. Exceptions may be granted in writing by the board of directors in cases where such acceptance would not violate ethical standards or compromise the Chamber's integrity.

Political Activity

The Chamber is a non-partisan organization, and individuals shall not engage in political activities on behalf of the Chamber without prior written authorization from the board of directors.

Compliance

Failure to comply with this Ethics and Conflict of Interest Policy may result in disciplinary action, including termination of employment, removal from volunteer positions, removal from committees or the board, or legal action, if necessary.

Annual Acknowledgment

All individuals associated with the Chamber shall annually acknowledge receipt and understanding of this policy and disclose any potential conflicts of interest.

Reporting Violations

Any individual who becomes aware of a potential violation of this policy is encouraged to report it to the ethics officer or the board of directors. Reports can be made anonymously if desired, and the Chamber will protect the confidentiality of the reporting individual to the extent permitted by law.

Review and Amendment

The Chamber's board of directors shall periodically review and amend this policy as necessary to ensure its continued effectiveness and relevance.

Conclusion

The Laredo Chamber of Commerce is committed to fostering a culture of ethical conduct and transparency. By adhering to this Ethics and Conflict of Interest Policy, we uphold the values and integrity that are essential to our mission and the trust of our stakeholders.

Social Media Policy

Purpose: The purpose of this social media policy is to provide guidance and best practices for Laredo Chamber of Commerce volunteers and staff when using social media platforms in both personal and professional capacities. By following these guidelines, we aim to protect the organization's reputation, maintain professionalism, and uphold our values.

Scope: This policy applies to all volunteers and staff members associated with the Laredo Chamber of Commerce who use their personal social media accounts in connection with any matters or events related to the organization. As representatives of the Chamber, volunteers and staff members are expected to uphold the Chamber's reputation and guidelines in all their social media interactions, even if they are not directly responsible for the management of the Chamber's social media accounts.

General Guidelines:

- Professionalism: Always maintain a professional tone and demeanor when representing the Laredo Chamber of Commerce on social media.
- Transparency: Clearly identify yourself as a representative of the Laredo Chamber of Commerce when discussing organization-related matters on social media.
- Accuracy: Ensure that the information you share about the organization is accurate and up-to-date. Avoid spreading rumors or false information.
- Respect: Show respect for colleagues, members, competitors, and all stakeholders in your online interactions. Avoid engaging in negative or offensive discussions.
- Confidentiality: Do not share confidential or proprietary information about the Laredo Chamber of Commerce or its members on social media.
- Conflict of Interest: Disclose any potential conflicts of interest when discussing topics related to the Chamber, its members, or its activities.
- Personal Accounts: When using personal social media accounts, make it clear that your opinions are your own and not necessarily reflective of the Laredo Chamber of Commerce.

Across All Platforms:

- Use appropriate language and tone in all posts and comments.
- Engage with the Chamber's followers in a polite and timely manner.
- Share Chamber-related news, events, and updates regularly.
- Ensure that all video and audio content align with the Chamber's mission and values.
- Include proper attribution and permissions for any third-party content used.

Monitoring and Enforcement:

The Laredo Chamber of Commerce may periodically monitor social media activity related to the organization. Violations of this policy may result in disciplinary actions, up to and including termination or removal of volunteer status.

Violations of Policy:

If a Chamber employee, board member, committee member or volunteer is not in compliance with the Chamber's Social Media Policy, the Chamber may take any corrective measures it deems necessary, including, but not limited to, providing a formal warning, temporary suspension from using the Chamber's social media platforms, if use is granted, or removal from the committee and/or the Chamber. Violations of this policy include personal posts from a member or volunteer's social media platform while acting as a representative of the Chamber.

Disclaimer:

This policy is subject to change and should be reviewed regularly to ensure compliance with evolving social media trends and best practices.

By adhering to these social media guidelines, volunteers and staff members of the Laredo Chamber of Commerce can contribute positively to the organization's online presence and reputation while maintaining professionalism and integrity.

Anti-Harassment Policy **Harassment Prohibited**

The Laredo Chamber of Commerce (“the Chamber”) prohibits and will not tolerate harassment of any kind by Chamber staff, Chamber volunteers, Chamber leaders, or Chamber members on the basis of race, color, physical, or mental disability, religion, creed, national origin, ancestry, sex (including pregnancy), sexual orientation, gender/gender identity, age, citizenship, genetic information, past, current, or prospective service in the uniformed services, or any other characteristic protected under applicable federal, state, or local law. Harassment is prohibited on Chamber property and at all Chamber-related or Chamber-sponsored events. This policy further extends to harassment on social media platforms. All Chamber staff, Chamber volunteers, Chamber leaders, and Chamber members are expected to behave accordingly and take appropriate measures to ensure that the conduct described herein does not occur. Appropriate disciplinary action will be taken against any Chamber staff, Chamber volunteers, Chamber leaders, and Chamber members who violate this policy. The Chamber is committed to enforcing this policy against all forms of harassment.

Harassment Defined

Sexual harassment means any harassment based on someone’s sex or gender. It is not limited to interactions between members of the opposite sex. It includes harassment that is not sexual in nature (for example, offensive remarks about an individual’s sex or gender), as well as any unwelcome sexual advances or requests for sexual favors or any other conduct of a sexual nature.

Sexual harassment includes, but is not limited to, the following:

- Verbal (for example, epithets, derogatory statements, threatening or obscene language, slurs, sexually related comments or jokes, sexual innuendos, unwelcome sexual advances, or requests for sexual favors).
- Non-verbal (for example, suggestive or insulting sounds, or whistling).
- Physical (for example, assault or inappropriate or unwanted physical contact, such as touching, pinching, or brushing the body).
- Visual (for example, displaying sexually suggestive posters, cartoons, or drawings, sending inappropriate adult-themed gifts, leering, or making obscene or sexual gestures).
- Online (for example, derogatory statements, threatening or obscene language, or sexually suggestive postings on any social media platform including Facebook, Twitter, Instagram, Snapchat, etc.).

Other types of harassment often take a similar form to sexual harassment and include harassment that is:

- Verbal (for example, epithets, derogatory statements, threatening or obscene language, slurs, derogatory comments, or jokes).
- Physical (for example, assault or inappropriate physical contact).

- Visual (for example, displaying derogatory posters, cartoons, or drawings, or making derogatory gestures).
- Online (for example, derogatory statements, threatening or obscene language, or sexually suggestive postings on any social media platform including Facebook, Twitter, Instagram, Snapchat, etc.). This list is illustrative only, and not exhaustive. It is impossible to list every type of behavior that can be considered harassment. Any conduct that could create an offensive or hostile environment will be considered harassment in violation of this policy.

Reporting Harassment

Any individual who believes that he or she has experienced prohibited conduct or believes that another individual has experienced prohibited conduct should immediately report the alleged acts. The individual may report the alleged acts to his or her supervisor, or alternatively the Executive Director or Chairman of the Board.

The Chamber will take each complaint seriously and conduct a thorough and impartial investigation. The Chamber will maintain a complete written record of each complaint and will maintain communication with the alleged harasser and the victim throughout the proceedings. Confidentiality will be maintained throughout the process to the extent practical and appropriate under the circumstances. The Chamber will take prompt and proportionate action when a violation of this policy has occurred.

Chamber staff:

If you are Chamber staff and are subject to any conduct that you believe violates this policy or witness any such conduct, you may speak to, write, or otherwise contact your direct supervisor or, if the conduct involves your direct supervisor, the next level above your direct supervisor. An employee shall not be required to report prohibited conduct to the person alleged to have committed it. A Complaint Form is available on the Chamber's website to make your complaint if you wish to use it, however submission of a complaint using this form is not required. Once a report has been received, a prompt and thorough investigation will be conducted by your direct supervisor.

Association volunteer leaders and members:

If you are a Chamber volunteer leader or member and are subjected to any conduct that you believe violates this policy or witness any such conduct, you may speak to, write, or otherwise contact the Chairman of the Board. An individual shall not be required to report prohibited conduct to the person alleged to have committed it. A Complaint Form is available on the Chamber's website to make your complaint if you wish to use it, however submission of a complaint using this form is not required. Once a report has been received, a prompt and thorough investigation will be conducted by the Chairman of the Board after consulting with the Association's Legal Counsel. If the report names the Chairman, that individual is precluded from participating in the investigation and disciplinary action and shall be replaced by the Chamber's President-elect.

No Retaliation

No one will be subject to, and the Chamber prohibits, any form of discipline, reprisal, intimidation, or retaliation for good faith reporting of incidents of harassment of any kind, pursuing any harassment claim, or cooperating in related investigations.

Violations

Any Chamber staff, Chamber volunteer leader, and Chamber member, regardless of position or title, who has subjected an individual to harassment or retaliation in violation of this policy, will be subject to discipline, up to and including termination of employment (for staff) or removal from any office or committee position the Chamber volunteer leader holds. A violation of this policy may be a factor in determining a Chamber member's fitness for future Chamber volunteer leader positions.

Investigation

The Chamber may request, but shall not insist upon, a written report detailing the incident or occurrence. If a report is made orally, the receiving administrator shall reduce the report to written form. Upon receipt or notice of a report, the Chamber shall determine whether the allegations, if proven, would constitute prohibited conduct as defined by the Chamber. If so, the Chamber shall immediately authorize and initiate an investigation, regardless of whether a criminal or regulatory investigation regarding the same or similar allegations is pending.

If appropriate, the Chamber shall promptly take interim action calculated to prevent prohibited conduct during the course of an investigation.

The investigation may be conducted by a Chamber official or a designee. When appropriate, the supervisor shall be involved in or informed of the investigation.

The investigation may consist of personal interviews with the person making the report, the person against whom the report is filed, and others with knowledge of the circumstances surrounding the allegations. The investigation may also include analysis of other information or documents related to the allegations.

Absent extenuating circumstances, the investigation should be completed within thirty (30) Chamber business days from the date of the report; however, the investigator shall take additional time if necessary to complete a thorough investigation.

The investigator shall prepare a written report of the investigation. The report shall be filled with the Chamber official overseeing the investigation.

If the results of an investigation indicate that prohibited conduct occurred, the Chamber shall promptly respond by taking appropriate disciplinary or corrective action reasonable calculated to address the conduct.

The Chamber may take action based on the results of an investigation, even if the conduct did not rise to the level of prohibited or unlawful conduct.

To the greater extent possible, the Chamber shall respect the privacy of the complainant, persons against whom a report is filed, and witnesses. Limited disclosures may be necessary in order to conduct a thorough investigation and comply with applicable law.

Appeal Process

Association staff found in violation will have a right to appeal the decision to the Chamber's Chairman. Any volunteer leader or Chamber member found in violation will have a right to appeal the decision to the Chamber's Board of Directors. A written request for appeal must be submitted no more than thirty (30) days after the individual receives notice of a violation of this policy.

The Association's Legal Counsel is responsible for the administration of this policy. If you have any questions regarding this policy or questions about harassment that are not addressed in this policy, please contact the Association's General Counsel.

Whistleblower Policy

Introduction

The Laredo Chamber of Commerce ("Chamber") is committed to maintaining the highest standards of ethics, honesty, and accountability. To promote these values, the Chamber encourages employees, members, volunteers, and other stakeholders to report any concerns about illegal or unethical conduct within the organization.

This Whistleblower Policy outlines the procedures for reporting and addressing such concerns and provides protection against retaliation for individuals who report in good faith.

Scope

This policy applies to all employees, members, volunteers, contractors, and stakeholders associated with the Laredo Chamber of Commerce.

Reporting Procedure

If you have concerns or suspect wrongdoing, you should report them to the designated whistleblowing channel. A complaint, report or inquiry made by staff should be directed to a direct supervisor; if this person is implicated in the complaint, report, or inquiry, it should be directed to the next level above the direct supervisor or the Chairman of the Board. A complaint, report or inquiry by a volunteer should be directed to the Chairman and if the Chairman is implicated in the complaint, report, or inquiry, it should be directed to the Chairman Elect or the Executive Director.

Reports made under this policy will be treated confidentially to the extent allowed by law and consistent with a thorough investigation. However, the Chamber cannot guarantee absolute confidentiality.

Protection from Retaliation

The Chamber strictly prohibits any form of retaliation against individuals who report concerns in good faith. Retaliation includes, but is not limited to, harassment, termination, demotion, or any adverse employment or business action.

Investigation Procedure

Once a report is received, the Chamber will initiate an impartial and confidential investigation. The investigation will be conducted promptly and thoroughly. Individuals involved in the investigation process should not discuss the matter with anyone other than those directly involved in the investigation.

Reporting Outcomes

The Chamber will inform the whistleblower of the outcome of the investigation, to the extent permitted by law and consistent with the need to protect privacy and confidentiality.

Non-Malicious Reporting

Anyone who makes a report that is found to be false, malicious, or in bad faith may be subject to appropriate disciplinary action.

Retention of Records

All reports, investigations, and outcomes will be documented and retained in accordance with applicable laws and regulations.

Review and Updates

This policy will be reviewed periodically to ensure its effectiveness and compliance with applicable laws and regulations. Updates and amendments will be made as necessary.

Conclusion

The Laredo Chamber of Commerce is dedicated to maintaining a culture of integrity and transparency. This Whistleblower Policy is designed to encourage the reporting of concerns while protecting those who come forward in good faith.

Conflict of Interest Policy

Each member of the Board of Directors and/or Chamber committees has a fiduciary responsibility to the Board. It shall be the duty and obligation of each director/committee member to act in the best interest of The Chamber as opposed to primarily representing individual constituencies. No Board member shall vote on any action in which the individual Board member or committee member may receive direct or indirect monetary benefits or on any action in which the director/member may have conflict due to an

affiliation with the organization subject to the proposed action. Such action shall be reflected in the minutes.

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

To protect their honesty 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 the course of 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 the Chamber's contracts or transactions.

Board/Executive members, employees, and committee members must not participate in decision-making on any matter in which they have a pecuniary interest to a greater extent than your fellow Chamber members. When any situation arises that pertains to ethics, the position taken by a Board/Executive, employee, and committee members of the Laredo Chamber of Commerce 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 that would likely harm or embarrass the Chamber member, the Chamber organization, or any third party, then it is not the correct position to be taken.

An employee shall disclose to his or her immediate supervisor a personal financial interest, a business interest, or any other obligation or relationship that in any way creates a potential conflict of interest with the proper discharge of assigned duties and responsibilities or with the best interest of the District.

The onus for identifying a potential conflict of interest is always on the individual. Board/Executive members, employees, and committee members shall disclose to the Chairman or Executive Director a personal financial interest, a business interest, or any other obligation or relationship that in any way creates a potential conflict of interest with the proper discharge or their assigned duties and responsibilities or with the best interest of The Chamber.

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 that employs you or any organization in which you have an interest.

Committees of the Board

The Board of Directors may create such divisions or councils as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions/councils. The Board shall annually review and approve all activities and proposed programs of such divisions/councils, including collection and disbursement of funds.

Each council shall be headed by a member of the Executive Committee designated by the Chairman of the Board to serve in that capacity. Council chairs shall develop a plan of action for the particular council they chair and make recommendations to the Chairman of the Board for appointment of Committee Chairs to carry out that plan of action during the year. The Council Chairs shall be responsible for ensuring that Committee Chairs meet regularly and that they are fiscally responsible in carrying out all activities.

No action or resolution that impacts or represents The Chamber shall be taken by divisions or councils unless it has been previously approved by the Board of Directors.

With the exception of the Executive Committee, the Chairman has the authority to establish or discontinue various committees according to the strategic goals of the BOD and appoint committee members. By their nature, ad hoc committees are formed when they are needed and dissolved when their work is done.

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committee members and committee chairmen. The Chairman of the Board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairmen of the Board and shall serve concurrent with the term of the appointing Chairman of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Executive Committee

Objective and Goal: The Executive Committee consists of four officers of the Board: the Chairman, Chairman-Elect, Secretary/Treasurer, and Past Chairman. It exercises the power of the Board between Board meetings.

Responsibilities: The Board of Directors, by resolution adopted by a majority of Directors, may designate an Executive Committee to consist of the Chairman of the Board, Chairman-Elect, Secretary-Treasurer, Immediate Past Chairman of the Board, five (5) members at large from the current Board of Directors) and Executive Director. The Executive Committee, to the extent provided in said resolution, shall have and may exercise all of the authority of the Board, except where action of the full Board is required by statute or the articles of incorporation.

The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Executive Committee is responsible for evaluating the Executive Director and all aspects of the Chamber of Commerce for which they are responsible, including but not limited to program efficiency, effectiveness and quality, fiscal management, supervision, team leadership, fundraising, marketing, community relations, risk management, and building management.

Governmental Affairs & Internal Orders Council

Government Relations Committee

Objective: The Government Affairs Committee is composed of a group of local leaders/members that help the Chamber provide our members a platform for local, state, and federal advocacy. The Government Relations Committee is an essential part of the Chamber's efforts to promote a favorable business environment and advocate for the interests of its members.

Responsibilities: Advocating for policies, regulations, and legislation that are favorable to business interest and economic growth, legislative monitoring of regulatory changes that could impact business in the area, relationship building among elected officials, government agencies, and other key stakeholders, hosting of events, seminars, or workshops to educate members on relevant government issues, policies or regulations, and developing strategies that outline the Chamber's goals, priorities, and tactics.

Accreditation & Bylaws Committee

Objective: The Laredo Chamber of Commerce is a 5-star accredited organization, a distinction that was earned in 2017 after being accredited with a 4-star. Accreditation with the United States Chamber of Commerce is the only program of its kind that defines excellence in chamber planning and recognizes chambers for outstanding contributions toward positive change in their communities. This committee will assist the Chamber with the application process in 9 different areas. This committee will also review and recommend amendments to the Chamber Bylaws as deemed necessary.

Responsibilities: Reviewing, developing, and maintaining the Chamber's 5 star accreditation and identifying needs for improvement or amendment of Bylaws to fit the evolving needs of the Chamber. This committee plays a critical role in establishing and maintaining the framework for the chamber's governance and operational needs.

Human Resources/Chamber Operations Committee

Objective: The Human Resources Committee shall provide support and advise the Executive Director in maintaining chamber operational documents.

Responsibilities: Meet with the Executive Director on a biannual basis to review the Employee Handbook and Policy & Procedures Manual and offer recommendations/suggestions that may help clarity or compliance. This committee will also recommend trainings for staff to attend to help them be more efficient within their role and may review employee benefits.

Breakfast with Mayor/Community Leaders Committee

Objective: to serve as the bridge between the business community and the local government in its efforts help promote collaboration, transparency, and advocate for policies that benefit local businesses and the community at large.

Responsibilities: Organize Breakfast with the Mayor/Community Leaders topics and venue, seek funding or sponsorship opportunities if necessary, gather feedback from attendees to assess the event's effectiveness and identify needs for improvement, develop agenda for the event, including discussion topics, presentations, and any relevant guest speakers or panelists.

Nominating Committee

Objective: To identify and nominate qualified candidates for leadership positions within the chamber and to ensure that the chamber has a strong and effective leadership team.

Responsibilities: ensure the nominated candidates reflect the diverse business interests of the chamber, including the board of directors and officers, plan the orderly transition of leadership roles to ensure continuity and a smooth handover of responsibilities.

Chamber Foundation Council

Education Committee

Objective: The Education Committee promotes continuing education and connects industry needs with educational programs to ensure a skilled workforce for our community.

Responsibilities: Maintain close contact with local educational institutions, both public and private, to provide input as to industry needs; and to provide incentives to members of the profession and students to encourage standards of excellence.

Youth Leadership Laredo

Objective: Youth Leadership Laredo Initiative is a comprehensive youth program that creates confident, leadership-oriented students who can achieve personal success. The Y.L.L.I. is made possible through the Laredo Chamber of Commerce Foundation with a strong collaboration by the students' home schools.

Responsibilities: To annually recruit students from within the 8th grade of local public and private schools that commit to participate in a five-year leadership program; to organize a group of business volunteers that commit to serve as mentors for cadres of 8th, 9th, 10th, 11th and 12th grade students exposing them to activities/projects designed to inspire leadership qualities; and to assist in raising funds to support the overall operation of the program and delivery of \$500 scholarships for all seniors exiting the program annually.

Business Development Certification Program

Objective: The Business Development Certification Committee is responsible for the promotion of professional development practices among Chamber Members. The committee develops the annual Business Development Certification Program which consists of a series of 8 professional development-oriented workshops offered at no cost to all Chamber members. To constantly deliver tips and techniques of exceptional service to Chamber Members; fostering a positive image among all Laredo residents.

Responsibilities: To annually plan and organize the series of seminars that constitute the Business Development Series Program for that respective year; to seek and secure experts in the field that provide session training on a volunteer basis; and to assist in delivery of the program by helping with recruitment of participants and registration and monitoring at each session.

Elevate Laredo Committee

Objective: The Leadership Committee will be responsible for planning and organizing a program of orientation and exposure to the local culture/history and current advantages, needs and challenges facing the local community.

Responsibilities: To plan and organize a leadership program(s) consisting of ten sessions, each addressing a topic of interest related to societal, demographic, political and/or industry-related issues affecting Laredo/Webb County. To recruit members of the local community, particularly new-arrivals, with interest in obtaining a better understanding of the local population and its dynamics.

Key-Industry Council

Economic Development & Logistics Committee

Objective: To advocate for the development, maintenance, and improvement of transportation infrastructure; to facilitate trade by supporting policies that reduce barriers to trade and streamline customs import/export procedures, and expand market access for local businesses, and to foster partnerships and collaborations among businesses, government agencies, and other stakeholders involved in economic development and logistics to address common challenges and opportunities.

Responsibilities: Provide information and resources on best practices in logistics and supply chain management, monitor and support initiatives to improve logistics and economic performance in our community, work closely with other agencies to align efforts and advocate for policy changes that benefit transportation, trade, and logistics.

Health Services Committee

Objective: Promote and support healthcare services and initiatives within the Laredo community, ensuring that residents have access to quality healthcare and insurance coverages; raise awareness about health-related issues and provide resources to the public.

Responsibilities: Organize community events, health fairs, and educational programs that promote health and well-being in the Laredo community, Collaborate with local healthcare providers, hospitals, clinics, pharmaceutical companies, and other relevant organizations to address healthcare challenges and opportunities.

Real Estate & Development Committee

Objective: to promote and support real estate and development initiatives that contribute to economic growth and prosperity in the Laredo area.

Responsibilities: Collaborate with local government agencies and organizations to attract new businesses and investments that can stimulate the local economy and create jobs.

Small Business Committee

Objective: To support local business owners with workforce and business development through education, community involvement, and exposure.

Responsibilities:

To develop the Chamber's Small Business Saturday and Business Week, assist in executing small business awards/business icon awards, and any other events necessary such as but not limited to a job fair to

engage members, and provide informative and educational programs to the membership on a regular basis.

Events, Tourism, Entertainment, & Marketing Council

Entertainment & Hospitality Committee

Objective: To boost tourism, foster community engagement, and create a vibrant local economy, to showcase the area's culture, arts, and heritage through events and initiatives that enrich the local businesses and communities, facilitate collaboration and networking opportunities for businesses/members.

Responsibilities: Organize and coordinate events, festivals, and attractions to engage the local community, partner with local businesses, hotels, restaurants, and cultural organizations, to create attractive packages and deals for visitors, create networking opportunities for members that creates camaraderie and community development.

Cola Blanca Committee

Objective: Over the last 36 years, the Cola Blanca Big Buck Contest has risen to become one of the best recognized hunting contests in the state. With support of Webb County and the City of Laredo, members of the Laredo Chamber's Cola Blanca Committee travel across the state to participate in hunting trade shows and promotional events. Cola Blanca ads appear regularly in Texas and regional magazines and television broadcasts.

Responsibilities: Coordinate Big Buck Contest during the hunting season, assist with score sheets and judging of entries, assist with management of website, help coordinate Cola Blanca Clay shoot, assist in promotion of awards banquet, collaborate with business partners to generate revenue and sales of sponsorships, promote hunting within the youth of our community and help bring visitors to Webb County and promote the outdoors.

Chamber Events Committee

Objective: To ensure that the Chamber's communications are done professionally, reviewed and are consistent. To take such actions on behalf of the Chamber as are consistent with policies and decisions of the Board and Chamber as a whole.

Responsibilities: Coordinate events including, but not limited to, the following: monthly mixers, happy hour events, Coffee with the Chairman, networking events, chamber festival.

Membership Council

Bienvenidos Committee

Objective: Create a welcoming and positive first impression for new members, helping them feel valued and appreciated, encouraging them to participate in chamber events and activities, provide new members with essential information about chamber benefits, services, and resources.

Responsibilities: Attend and participate in ribbon cuttings/grand opening ceremonies, be a chamber ambassador that actively participates in chamber events and initiatives, follow-up with new members after initial integration to ensure they are finding value and address questions or concerns, recognize and celebrate the contributions of new members within the chamber community.

Membership Committee

Objective: to attract new members, increasing the organization's size and influence, work to retain existing members by providing value, support, and engagement resources, foster connections and relationships among chamber members, helping them to connect, collaborate, and grow their businesses, ensure members are satisfied with the chamber's services and benefits and seeking to continuously improve and align offerings with member needs.

Responsibilities: develop strategies and campaigns to attract new members, create and facilitate a member orientation process, oversee the development and delivery of services, benefits, and resources provided to chamber members, develop and update marketing materials and information packets necessary for recruitment purposes.

Board Committee Principles and Guidelines

1. Each committee, ad hoc or standing, shall have a chairperson appointed by the Chairman of the board. Committee chairs should work with staff as appropriate to prepare background materials for committee meetings and schedule meetings, but will be responsible for preparing minutes and reports which shall be submitted to the staff liaison before the 15th of each month.
2. Board committees are established to help the BOD fulfill its job, not to help the staff do its job. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. Board committees are not to be created by the board to advise staff.
3. Board committees may not speak or act for the board, except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with the authority delegated to the chairman.
4. Board committees shall not exercise authority over staff. Since the Executive Director works for the full board, the Executive Director is not obligated to seek approval from a board committee before taking executive actions.

5. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
6. The committee must follow the policies and values of the organization.
7. The committee may not conduct business without a quorum of committee members present. Those members of the committee present shall constitute a quorum for the transaction of business. A majority of those committee members present and voting shall be required to approve items or business brought before the committee.
8. Absence from three (3) consecutive meetings without an excuse deemed valid by the committee shall be construed as resignation. A member may be excused from a meeting by contacting the Committee Chairman or his/her designee prior to the meeting and stating the reason for his/her inability to attend the meeting. During the meeting, the committee shall be informed of the committee member's reason to be absent and determine whether to make a motion to excuse the absent committee member. Upon passage of the motion by a majority of the committee members present, the absent committee members shall be considered excused, and the appropriate notation will be made in the minutes. If the motion is not passed or the above procedure is not followed, the minutes will reflect that the absence is unexcused. Personal illness, family emergencies, military absences, family weddings, family graduation or school functions, funerals, bona fide business or employment obligations, and vacation trips shall constitute good cause for nonattendance at meetings. Whether good cause exists for any other absence shall be determined by vote of the majority of committee members present.
9. All members are subject to censure or removal at the direction of the Board of Directors, in accordance with the Confidentiality Agreement.
10. Committee expenses must be submitted to the Executive Director for approval before they are incurred. A profit and loss statement is mandatory for each event and must be included in the committee meeting's minutes.

Budgetary & Financial Policy & Procedures

The Laredo Chamber of Commerce is committed to responsible financial management. The entire organization, including the Board of Directors, administrators and staff, will work together to make certain that all financial matters of the organization are addressed with care, integrity and in the best interest of the Chamber.

The policy and procedural guidelines here contained are intended to:

- Protect the assets of the Chamber;
- Ensure the maintenance of accurate records of the Chamber's financial activities;
- Provide a framework of operating standards and behavioral expectations; and
- Ensure compliance with federal, state and local legal and reporting requirements.

The President/CEO of the Laredo Chamber of Commerce has the responsibility for administering these policies and ensuring compliance with procedures that have been approved by the Board of Directors.

Exceptions to written policies may only be made with the prior approval of the Executive Committee/Board of Directors. Changes or amendments to these policies may be approved by the Board of Directors at any time. A complete review of the policies shall be conducted every three years.

Every Director and every Administrator with financial-related responsibility is expected to be familiar with and adhere to the policies and guidelines outlined herein.

Scope of Authority

Board of Directors or Board of Trustees

Has the authority to execute any policies it deems to be in the best interest of the organization within the parameters of the organization's articles of incorporation, bylaws, and applicable federal, state, or local laws.

Executive Committee

Has the authority to exercise all powers of the Board of Directors in managing the organization when the Board is not in session, except for the authority to amend the bylaws, adopt a plan of merger or consolidation, or make significant property and asset-related decisions. Additionally, assists the Treasurer in conducting thorough periodic reviews of the organization's financial activity.

Treasurer

Is vested with authority designated by the Board of Directors, including recommending the selection of auditors, conducting regular in-depth reviews of the organization's financial activity, overseeing the development of the annual budget, and determining the allocation of investment deposits.

Executive Director

Is vested with authority as designated by the Board of Directors, including the authority to make spending decisions within the parameters of the approved budget, the power to hire and terminate personnel, establish salary levels, create and modify operating procedures and controls, determine personnel duties and responsibilities, delegate decision-making authority, and enter into contractual agreements within parameters set by the board.

Payroll/Accounts Manager

Is vested with authority as designated by the Executive Director, typically including the responsibility to design the organization's accounting system, allocate expenses, make decisions regarding purchases and payments based on previously authorized transactions, and prepare the organization's deposits.

Indemnity Policy

To the fullest extent allowed by applicable law and in the manner prescribed or permitted, the Laredo Chamber of Commerce may indemnify any past, present, or future Directors, Officers, Employees, or

Agents against all costs, expenses, and liabilities, including attorneys' fees, incurred or imposed upon them due to their involvement with the Laredo Chamber.

No such reimbursement or indemnity shall relate to any expense incurred or settlement made in connection with any matter arising out of their negligence or misconduct as determined either by a court of competent jurisdiction or, in the absence of such a determination, by the Laredo Chamber of Commerce acting on the advice of counsel.

The Laredo Chamber of Commerce shall purchase and maintain insurance on behalf of any person who is or was serving at the request of the Chamber, as a Director, Officer, Employee, Agent, Staff Volunteer or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such.

Investment Policy and Objectives

The investment objectives of the Laredo Chamber of Commerce, in order of importance, shall be the safety of principal, liquidity, and a competitive rate of return.

At the discretion of the Board and upon recommendation from the Executive Director, monies may be put into an investment account (e.g., money market, high-yield checking account) or a Certificate of Deposit may be purchased exhibiting sound financial action (favorable rate and terms). All investment accounts shall be placed only with FDIC insured commercial banks that are members of the Chamber and support its activities. If a Certificate of Deposit is purchased, then upon maturity, the finance department will contact member FDIC insured institutions to determine the most favorable rate of interest and then, only with the approval of the President and Treasurer, shall these funds be transferred or rolled over for a period of time typically not exceeding 12 months.

Operating Reserve Fund

The Laredo Chamber shall maintain a Reserve Account following the investment objective listed above. The Operational Accounts represents funds collected and used within a single fiscal year to carry out the Chamber plan of work. The Reserve Account represents funds to be available to sustain operations in the event of a disaster, meet long-term objectives, and provide for replacement or repair of capital intensive items or allow for participation in unanticipated opportunities.

It shall be the goal of the Laredo Chamber to maintain a contingency reserve, which at a minimum will be equivalent to six months of the budgeted annual operating expenses for that given year. The Executive Committee shall review these goals and funds annually to determine the fiscal responsibility of funds. The only expenditures to be paid out from the Reserve Fund will be those that arise out of unusual circumstances caused by economic hardship (market driven), competitive pressures (market

infringement or deterioration), or natural or manmade disasters (fire, flood, etc.) Use of these funds must receive the approval of the Executive Committee upon recommendation from the Executive Director and the Treasurer.

Safeguarding Assets

- The Executive Director shall have primary responsibility for ensuring that proper Financial Management procedures are maintained and that the policies of the Board are carried out.
- The Treasurer and the Executive Committee shall provide fiscal oversight in the safeguarding of the Assets of the Organization and shall have primary responsibilities for ensuring that all internal and external financial reports fairly present its financial condition.
- A proper filing system will be maintained for all financial records.
- Actual income and expenditures will be compared to the budget on a quarterly basis.
- All excess cash will be kept in an interest bearing account.
- Bank statements are promptly reconciled on a monthly basis.
- Documents on all securities and fixed assets will be kept in a locked fireproof file. Inventory records will contain description, serial numbers, date of purchase or receipt, valuation, and date of valuation.
- Appropriate insurance for all assets will be maintained.

Signatories & Disbursements

It is the policy of the Chamber to give check signing authority to the members of the Executive Committee.

The Chamber payroll and accounts manager must update depositors agreements on a yearly basis to update all Chamber accounts with the appropriate signatories.

The check signing and disbursement policy is as follows:

- All regular checks require two signatures. Additionally, individuals involved with check preparation and bank reconciliations are prohibited from having check signing authority.
- Checks issued in the name of the Executive Director (e.g., payroll, travel advance, etc.) must not be signed by the Executive Director but must rather carry signatures of two authorized Board officers.
- All voided checks must be defaced and retained numerically, either in a file or with canceled checks.
- No checks may be written to “cash” or “petty cash.”
- Vouchers must accompany all petty cash disbursements. The petty cash fund is reconciled by deducting voucher amounts from the beginning balance before replenishment. Checks are issued only after receiving an approved check request.

- The event name or purpose must be specified in the payee field with full documentation of purpose attached.
- Blank checks shall be stored in a secure drawer.
- Blank checks may never be signed in advance.
- All checks are pre-numbered and shall be accounted for monthly.
- The checks are to be printed in duplicate:
 - The original is sent out for payment.
 - One copy is filed numerically with supporting documentation.
- The Payroll/Accounts Manager is responsible for invoices and check requests being filed in the appropriate vendor file once they have been paid.
- The Executive Director has expenditure approval up to the parameters set by the annual operating budget as approved by the Board.
- Expenditure requests will be initiated in writing (Purchase Order) by Committee Chairs and approved within specified authority by the Executive Director.
- Pre-numbered check requests should be used, and sequences accounted for monthly.
- The Executive Director approves check requests after comparing them to supporting documentation. The Payroll/Accounts Manager prints the pre-numbered checks only with approved requests. The unsigned check, support and request are presented to the Executive Director for his/her signature and then forwarded to authorized Board officers for second signature (information on checks is compared to support for accuracy).
- All disbursements, except petty cash, are made by check and are accompanied by substantiating documentation.
- The Payroll/Accounts Manager is responsible for invoices and check requests being marked "PAID" once they have been.

Operating Procedures

The Payroll & Accounts Manager will also function as the accountant with primary responsibility for designing and maintaining the accounting system. Bookkeeping support may be provided by other staff as designated. Monthly reports shall be made to the Executive Director covering, at a minimum, receipts, disbursements, receivables, and payables.

The Executive Director will be required to include budget comparisons in periodic financial reports to the Treasurer and the Board. Standard Journal Entries should be reviewed by the Executive Director for reasonableness and approved for posting to the general ledger. (Non-standard journal entries are to be reviewed by the auditor). Journal entries are pre-numbered and are accounted for monthly.

The Treasurer will be responsible for providing semi-annual budget reviews and annual reviews of the adequacy of insurance coverage.

The Board of Directors will be required to ensure an independent audit annually.

Contract Signing Authority

It is the policy of the Chamber to grant authority to sign contracts to the Executive Director as long as the financial implications of the contract are included in the Chamber's Board approved budget. If the financial implication of signing a contract is not included in the Chamber's budget, BOD approval is required before the authority to sign the contract is granted.

Credit Cards

The Chamber maintains a corporate credit card account at the discretion of the Executive Director and the Board of Directors. Credit cards are issued only to senior management personnel for use in business directly related to the Chamber. Expenses must be valid, approved by the Executive Director and following budgetary guidelines. All charges must be documented with supporting documentation (Purchase Orders must accompany all purchases) and reports submitted at the end of the month matching credit card invoice. Charges not approved by the Executive Director will be charged back to the employee. A receipt must be provided for each charge and shall be submitted as soon as possible but no later than five (5) days from the date of charge.

Refunds & Reimbursements

It is the policy of the Chamber not to grant refunds for member dues. Directors and committee members must submit expenses for approval prior to events/expenditures being made. No reimbursements will be made. Exceptions to this policy must be approved by the Executive Committee.

Financial Reporting

- The Laredo Chamber of Commerce operates on a Fiscal Year that begins on October 1 and ends on September 30 of the following calendar year.
- Annual budgets are prepared by the Executive Director with advice of the Treasurer and the Executive Committee. The budget shall contain all items of expense anticipated in carrying out the Program of Work adopted by the Board. In addition, a capital budget shall be prepared and contain proposed capital expenditures. The Executive Director must present the annual budget to the Board of Directors a minimum of 30 days prior to the end of the fiscal year. The budget must be approved by the Board.
- Budgets are reviewed mid-year (March) and are adjusted as necessary to reflect changing conditions.
- A Chart of Accounts is available and used to code receipts and disbursements to the proper accounts.
- Non-standard journal entries are discussed with the CPA to ensure proper accounting treatment.
- Monthly Financial Reports are provided to the Treasurer and the Executive Committee within 30 days of the close of the period.

- Detailed Financial Reports are provided to the Board of Directors quarterly at a regular Board meeting.
- Reference explanations for any and all budget variances of 10% or more are contained for the above referenced reports.
- Annual audits will be conducted by an independent CPA at the close of each fiscal year. The CPA will present a detailed report of the audit to the Board of Directors at their regular meeting 90 days after the end of the fiscal year, or earlier. Copies of the report will be available for viewing by the membership.
- The CPA will monitor financial operations of the Chamber and conduct quarterly reviews of the monthly financial statements.

Policies on Receipts

- Two copies of all receipts are made; one for deposit file documentation and one for source file documentation (i.e., loan files or grantor files)
- All checks are stamped with "Deposit only" stamp by the Receptionist, who sorts all mail, immediately upon receipt.
- All cash receipts are recorded on pre-numbered duplicate receipts.
- The Payroll/Accounts Manager will be responsible for preparing the documentation on receipts for deposits and the Receptionist will be responsible for making daily deposits.
- Copies of all receipts are given to the Payroll/Accounts Manager, who prepares the detailed cash listing to be posted to the general ledger (amount, date received, account number, etc.).
- This listing is compared to the Receptionist's Daily Cash Receipt log to ensure all postings equal amounts deposited.
- A copy of the deposit slip from the Bank is compared and attached to the corresponding receipt copies and cash listing.

Travel

- Authorized personnel traveling on Chamber-related business will receive compensation for all travel expenses, subject to approval by the Executive Director.
- Reasonable cash advances for authorized travel will be provided. Staff members must submit travel advance requests to the Executive Director for approval at least one week before the scheduled departure date.
- When traveling commercially, airline (or other mode of travel) must be purchased at the lowest possible coach fare unless prior approval is given by the Executive Director.
- If traveling on personal vehicle, reimbursement for fuel will be made based on mileage of round trip to destination. Reimbursement will be made at a rate of \$0.66 per mile or current IRS mileage reimbursement.
- Meals and incidentals when traveling will be covered at full cost if and when within reason as long as all receipts are submitted within one week. Excessive costs may be deemed unauthorized at the discretion of the Executive Director and charged back to the employee.
- Expenses for entertainment must be accompanied by supportive documentation listing names of people involved in activity and a detailed report as to the reason for expense.

- Only expenses directly related to the employee will be authorized. Travel for spouses and /or family members is not authorized unless previously approved by the Executive Director and/or Board of Directors.
- Expenditures for alcohol are not authorized unless for entertainment purposes and accompanied by supportive documentation.
- Detailed reports of all travel expenses, accompanied by receipts, must be prepared and submitted within one week of completion of travel.

Payroll Controls

- Personnel files are to be maintained at organizations' site for all employees. Changes in payroll data (i.e., pay changes) for Non Exempt (hourly-wage) and Exempt (other than the Executive Director) employees are approved by the Executive Director before files are updated. Changes/Adjustments to payroll for the Executive Committee require approval by the Executive Committee.
- Payroll processing will be processed internally by the Payroll/Accounts Manager. The Payroll/Accounts Manager generates the payroll register, payroll checks and/or documentation necessary for direct deposit by financial institution, and tax deposit checks.
- Payroll checks (when issued on paper) will be turned over to Executive Director, who is responsible for comparing the checks to the payroll register before manually signing the checks. The checks are then presented to an authorized Board member for the required second signature.

Inventory (Property & Equipment)

It is the policy of the Chamber to maintain a complete inventory list of all Chamber property and equipment valued over \$100. Additionally, a review of the physical location of the property will be done annually.

Member Access to Records

It is the policy of the Chamber to allow members to inspect the following records of the Chamber:

- Audited Financial Statements
- IRS Form 990 (Return of Organization Exempt from Income Tax)
- IRS Form 1023 (Application for Recognition of Exemption)
- Letter of Exemption from Texas Franchise Tax
- Exemption from Texas Sales Tax Exemption Form

Public Access to Records

It is the policy of the Chamber to allow public access to Form 990 and Form 1023. If anyone requests a copy of the organization's Form 990 Federal Information Return, the Executive Director and treasurer shall be notified. All such requests should be in writing and accompanied by a \$30 reproduction and handling charge.

The IRS requires that the last three years of federal tax returns, the IRS letter of determination, and the IRS application for tax-exempt status be made available to any person making the request. Members of the board receiving an inquiry must advise staff of the request on the same day the inquiry is received. The original Form 990 and Form 1023 will remain at the Chamber's offices without exception.

Form 990

It is the policy of the Chamber to allow public access to IRS Form 990. This access will be provided at the Chamber's offices at a time mutually agreeable between the Chamber and the individual requesting the inspection.

Form 990-T

It is the policy of the Chamber that public requests to access IRS Form 990-T must be made in writing and shall specify the purpose. The Chamber's IRS Form 990-T shall be available for public inspection at the Chamber's office at a mutually agreed time between the Chamber and the individual requesting the inspection. Sensitive information will be redacted to protect private information.

Form 1099

It is the policy of the Chamber to complete IRS Form 1099 for all individuals and vendors receiving \$600 or more from the organization. A Log of Vendor Federal Identification Numbers will be maintained.

Independent Contractors

It is the policy of the Chamber to evaluate criteria established by the IRS when assigning an individual status as an employee or as an independent contractor. Individuals qualifying as independent contractors will sign an Independent Contractor Agreement and will be issued an IRS Form 1099 if compensation is \$600 or more.

Accounting Procedures

The Chamber receives revenue from different sources. These must be properly identified since the source determines tax consequences. Every Chamber event or program shall be entered into a separate ledger and coded accordingly.

Sources of Revenue include:

- Membership Dues – Dues paid by members on an annual basis as per anniversary
- Sponsorships/Donations – Revenue generated from benefactors
- Sales – Income generated through sale of advertising, souvenirs, etc.
- Services – Income generated through delivery of services, e.g., certificates of origin
- Programs & Projects – Income generated through seminars, conferences, events, etc.
- Grants & Contracts – Restricted income

Cash Receipts

- All checks and cash receipts received through the mail are recorded in the Daily Cash Receipts register, listing the date received, payor, check number, amount received, and corresponding invoice number.
- The receptionist will make two copies of each cash receipt, and deliver all cash received and copies to the Payroll and Accounts Manager.
- The receptionist delivers copies of the Daily Cash Receipts report to the Executive Director, the Payroll/Accounts Manager, the Vice President, Special Events Coordinator, and the Membership Coordinator.
- The Payroll/Accounts Manager prepares the bank deposit daily, attaching a copy of the deposit slip and deposit receipt to the cash receipts copies. The receptionist is then in charge of making daily deposits.
- The Payroll/Accounts Manager shall code all cash receipts according to the chart of accounts, and compare the cash deposit receipt with the receptionist's listing of cash receipts for that day, to ensure that all cash receipts are deposited in the bank account. The Payroll/Accounts Manager then prepares a deposit summary sheet, attaching one (1) copy of each cash receipt, the deposit slip copy, and the bank deposit confirmation slip. The second copy of the cash receipt is filed by type of revenue/support.
- The Receptionist maintains a cash receipts journal using the Daily Cash Receipts log.
- The Payroll/Accounts Manager posts the cash receipts journal to the general ledger on a timely basis.

Cash Disbursements

- All invoices received are stamped with the date received by the receptionist, and are directed to the Payroll/Accounts Manager.
- The Payroll/Accounts Manager matches invoices to outstanding Purchase Orders and obtains approval of all invoices and expenditures by authorized personnel.
- The Payroll/Accounts Manager prepares pre-numbered check requests for the approved expenditures.
- The Payroll/Accounts Manager prepares all checks for the approved expenditures, using pre-numbered checks.

- The checks, with support documentation (approved invoices, check requests), are forwarded to the Executive Director. Executive Director reviews all checks and supporting documentation prior to signing checks. The Payroll/Accounts Manager will be responsible for obtaining the second signature from an authorized board member.
- After the checks are signed, the Payroll/Accounts Manager stamps the check request and all supporting documentation "PAID", noting check number and date. The Payroll/Accounts Manager will then make two copies of each check and check request. The Payroll/Accounts Manager is responsible for mailing all checks.
- The Payroll/Accounts Manager will file one copy of the check, with supporting documentation attached, in numerical order.
- The Payroll/Accounts Manager prepares the cash disbursements journal on a timely basis, using the check file.
- The Payroll/Accounts Manager posts the cash disbursements journal to the general ledger on a timely basis, using the cash disbursements journal.

Payroll

- Personnel salaries/wage rates and employment changes require authorization from the Executive Director.
- The Payroll/Accounts Manager maintains all personnel records.
- The Payroll/Accounts Manager monitors the usage of vacation and sick time, and maintains attendance records.
- The Payroll/Accounts Manager reviews and approves all time and attendance records for hourly wage employees. Approved time records are presented to the Executive Director for review.
- The Payroll/Accounts Manager shall prepare the payroll, using the approved time records and salary/wage rates for each employee, using pre-numbered checks or preparing the necessary report for processing of payroll by direct deposit. All payroll checks/reports are recorded in the payroll register by the Payroll/Accounts Manager.
- NOTE: The Laredo Chamber of Commerce primarily utilizes direct deposit for processing payroll. The process for issuing paper checks is included here solely as an alternative option.
- When payroll checks are issued (rather than the direct deposit system) the checks and payroll register are submitted to the Executive Director. The Executive Director reviews the payroll register and compares the payroll checks to the register, prior to signing the checks. Once the payroll checks are signed, the checks are turned over to the Bookkeeping Clerk for second signatures by authorized Board members. The Payroll/Accounts Manager then distributes the payroll to all employees.
- All payroll tax checks are prepared at the time payroll is prepared. The payroll taxes are paid when due. Payroll forms are reviewed by CPA on a quarterly basis.

Bank Reconciliations

- The Payroll/Accounts Manager shall maintain a record of all bank transactions, listing all checks disbursed and all receipts deposited on a daily basis. This computerized system shall show the current bank balance for all bank accounts.
- On a monthly basis, the Payroll/Accounts Manager will reconcile the bank statements to the Bank Book, and notify the Executive Director of any discrepancies.
- The Executive Director will resolve all discrepancies with the assistance of the accountant, and the bank, if necessary. The Executive Director will report the resolution of the discrepancies to the Treasurer.
- The Payroll/Accounts Manager will adjust the system as needed.
- The Payroll/Accounts Manager will reconcile the system to the general ledger cash accounts on a monthly basis.

Billing and Receivables

- All billings for services or goods are approved in advance by authorized personnel.
- The Membership Services Coordinator prepares all billings and invoices on a timely basis. Prior to mailing the billing/invoices, the Membership Services Coordinator makes two copies of the billing/invoice. One copy is submitted to the Payroll/Accounts Manager, and the other copy is placed in the open invoice file/receivables records.
- The Membership Services Coordinator records the billing/invoice in the accounts receivable ledger on a timely basis.
- The Payroll/Accounts Manager posts the accounts receivable ledger to the general ledger on a timely basis, utilizing the billing/invoice copies.
- The Payroll/Accounts Manager reconciles the accounts receivable ledger to the general ledger on a monthly basis.
- The Payroll/Accounts Manager prepares a status report on all outstanding receivables, on a monthly basis, and submits the report to the Executive Director.
- Department heads supervising the activity where payment is outstanding are responsible for invoices older than 30 days. The Membership Services Coordinator, with support of the Receptionist, initiates procedures for collection on accounts past due 30 days or more.
- All receivables records are maintained in a locked file cabinet.

Accounts Payable

- All invoices are submitted to the Payroll/Accounts Manager. Payroll /Accounts Manager matches invoices with outstanding Purchase Orders for payment.
- The Payroll/Accounts Manager records all invoices in the accounts payable ledger immediately upon receipt, and places the invoices in the unpaid open invoice file.
- Invoices not having a matching Purchase Order on file, or issued from unfamiliar or unusual vendors, must be reviewed by the Executive Director for approval.

- All payments are immediately recorded in the accounts payable ledger by the Payroll/Accounts Manager.
- The accounts payable ledger is reconciled with the general ledger by the Payroll/Accounts Manager on a monthly basis.

Petty Cash Fund

- The Petty Cash Fund is maintained on an imprest system.
- The Payroll/Accounts Manager will act as the custodian of the petty cash fund.
- Before receiving petty cash, employees must sign a petty cash voucher. The petty cash voucher must list the amount received, the purpose for which the cash is needed, and the date of the purchase. In addition, receipts for goods/services purchased must be attached to the petty cash voucher.
- No petty cash advances to employees are authorized for personal reasons.
- Petty cash disbursements must be authorized by the Executive Director.
- Petty cash disbursements are limited to \$20 and are authorized in circumstances where processing of Purchase Order is not feasible.
- The Payroll/Accounts Manager must submit a check request for reimbursement of the petty cash fund to the Executive Director. All petty cash vouchers used must be attached to the check request as supporting documentation.
- Reimbursement checks for the petty cash fund must be issued to "Petty Cash" and may only be cashed by the Payroll/Accounts Manager.
- The Executive Director and/or the Treasurer will conduct surprise counts of the petty cash funds periodically.
- The petty cash fund will be kept in a fire-resistant box, located in a locked file cabinet.

Fund Transfers

The electronic exchange (transfer of money from one bank account to another), either within a single financial institution or across multiple institutions, shall only be submitted by the Accounts/Payroll Manager after receiving authorization from the Board of Directors.

Business Record Retention Schedule

ACCOUNTING AND FISCAL	YEARS	CORPORATE	YEARS
Accounts Payable Records	5	Annual Reports	P
Accounts Receivable	5	Bonds	P
Audit Reports	P	Budgets	5
Audit Reports (Internal)	5	Contracts (After Expiration)	5
Bank Statements	5	Copyrights	P
Canceled Checks	10	Correspondence	3
Check Registers	P	Correspondence (Legal)	P

Deposit Slip Duplicates	5	Insurance Policies (After Exp.)	5
Expense Analysis	7	Inventories	10
Financial Statements	P	Leases (After Expiration)	5
Fixed Assets Records	P	Legal Briefs	P
General Ledgers	P	Licenses	P
Invoices	10	Merger Acquisition	N/A
Journals/Cash Books	10	Minutes	P
Payroll Records	5	Office Eqpt.	5
		Patents	P
		Profit & Loss Statements	P
PERSONNEL		Property Records	P
		Trademark Records	P
Contracts (After Termination)	5		
Earnings Records	N/A		
Employee Personnel Files	5	TAXATION	
Employee Applications	5		
Insurance Records	P	Annuity or Deferred Pmt. Plan	P
Retirement & Pension Plans	P	Depreciation Schedules	P
Time Cards	5	Employee Withholding	7
Training Manuals	P	Tax Bills & Statements	P
Travel Records	5	Tax Returns & Work Papers	P

KEY: (Numerals indicate number of years records should be stored, P = Permanently)

Computer Controls

- The Payroll/Accounts Manager is responsible for inputting the financial data into the computer for generating financial reports. Only the Payroll/Accounts Manager will have access to the password required to log onto the system.
- Batch totals are calculated prior to input and compared to batch totals calculated by the system. Any errors made during the inputting of information will be corrected.
- Detailed printouts of cash receipts and cash disbursements are to be obtained. The Payroll/Accounts Manager is responsible for comparing the detailed printouts to source documents for accuracy.
- All subsidiary account balances are reconciled to the control accounts monthly.
- A trial balance on the general ledger totals should be obtained and compared to detailed reports for accuracy of balances.

General Chamber Policy

Meetings

All Board of Directors meetings, committee meetings, general membership meetings, etc. shall follow Robert's Rules of Order Newly Revised.

BOD/Committee Meals

It is the policy of the Chamber to invoice all directors and committee members for meals at the beginning of the fiscal year if lunch meetings are to occur.

Event and Meeting Complimentary Tickets

Unless explicitly notified by Chamber leadership beforehand, all Board of Directors, committee members, and general members are responsible for purchasing their own tickets for all Chamber sponsored events. The Executive Director reserves the right to designate complimentary tickets to the Board Chair, at his or her discretion.

Communication Policy

It is the policy of the Laredo Chamber of Commerce that any communications on behalf of the Chamber shall be made officially through its Executive Director, staff, or the Board Chairman. No statements shall be made, either verbal or written, that conflict with the position of the Chamber. Leadership should understand that, by virtue of their position, any statements may be perceived as official and made on behalf of the Chamber.

To control official communications, stationary and business cards shall solely be used by staff. The exception to this policy would be a letter written by the Chairman or Executive Director under the direction of the Board. A copy of the approved letter shall be provided to staff within 24 hours of dissemination for permanent file retention. Staff will prepare letters on behalf of the Chamber with a copy remaining in the office.

Social Media Communications

The Laredo Chamber of Commerce Social Media Policy serves to protect and enhance the Chamber brand through the use of social media. Our Social Media Policy and Guidelines apply to all Laredo Chamber of Commerce employees, contractors, volunteers, and Board of Directors working on behalf of the Chamber who contribute personally or professionally to any social media tools.

The following is The Chamber's Social Media Policy to ensure consistency and the protection of the Chamber's brand:

- All posts and comments, whether via personal or Chamber accounts, shall be respectful, constructive and add value to the conversation.
- Chamber social media accounts shall only be used to represent and promote the organization.
- Under no circumstances will the Laredo Chamber of Commerce promote any organization that is not a member of the Chamber on its social media accounts or website.
- All marketing for committees and their programs will be done via the Chamber's official social media accounts and published by the Chamber.

The Laredo Chamber of Commerce reserves the right to:

- Monitor and control, at its discretion, its brand identity online as well as offline.
- Remove comments and/or block users should any conversation become adversarial or antagonistic.
- Remove inappropriate, or offensive comments or posts.
- Revoke administrative privileges of anyone not in compliance with its social media policies.
- Modify this policy at any time. The policies in this document apply to any and all social media accounts that pertain to the Chamber or its committees.

Logo Usage

The Chamber's logo is developed and utilized for the promotion and marketing of the organization. No Board member or Chamber member shall utilize the logo on any printed publication or broadcast media without approval from the Board of Directors or written authorization given by the Executive Director. Elements of color and font are to be strictly adhered to, if permission is granted.

Building and Facilities Policy

The following policy is used as a general guideline for the use of The Chamber building and facilities:

- The use of facilities and equipment must not conflict with regular Chamber use.
- The building is available for use by members; however, the building shall not be used for any political, religious or controversial meetings.
- Meetings must be scheduled in advance during the Chamber's normal operating hours: Monday – Friday 8:30 a.m. – 5:30 p.m.
- Groups using the Chamber's facilities shall be held responsible for any and all damages to the Chamber property and for the conduct of all parties present during the period of use.
- Office equipment, chairs and furniture are not to be taken from the Chamber building or moved from room to room without the consent of the Chamber staff. Groups using the Chamber's facilities are expected to leave the room in a neat and orderly fashion.
- A lease agreement for use of the space is required along with a designated fee for the use of the space. Prices vary upon the square footage of space being utilized. Invoice must be paid—in full—prior to meeting(s).



LAREDO CHAMBER OF COMMERCE POLICY AND PROCEDURES MANUAL RECEIPT

I hereby acknowledge I have received a copy of the Laredo Chamber of Commerce’s Policy and Procedures Manual (“Manual”), which provides information about the Chamber. I agree to read the Manual and abide by the standards, policies, and procedures defined or referenced in this document.

I have read and understand the contents of this Manual and will act in accordance with these policies and procedures as a condition of my employment, volunteering, or service with Laredo Chamber of Commerce.

The information in this Manual is subject to change. I understand that changes in Chamber policies may supersede, modify, or eliminate the information summarized in this Manual. As the Chamber provides updated policy and procedures information, I accept responsibility for reading and abiding by the changes.

I understand that if I have questions or concerns at any time about this Manual, I will consult the Executive Director and/or Board Chairman.

Signature

Printed Name

Date