



**NEW YORK STATE TOURISM
INDUSTRY ASSOCIATION
POLICIES AND
PROCEDURES MANUAL**
For Board, Staff, Volunteers

Welcome and About the New York State Tourism Industry Association

New York State Tourism Industry Association is a not-for-profit, 501c6 membership organization, created in 2013) through the merger of the New York State Travel and Vacation Association (founded in 1972) into the New York State Tourism Promotion Agencies Council (formed in 1980.)

Mission: The New York State Tourism Industry Association represents New York State's tourism industry through collaboration, research, legislative awareness, and exceptional marketing.

Vision: New York's travel and tourism industry is recognized as a leader in delivering authentic visitor experiences resulting in economic success for New York businesses, government, and residents.

NYSTIA Online. nystia.org. This address is our main site.

Board of Directors: The Board of Directors is comprised of up to twenty-one (21) members in good standing, one third of whom are elected annually to serve for three (3) years, or until their successors are elected and have qualified.

- a. Fifty one percent of the members of the Board must be a tourism promotion agency as appointed by their respective County government.
- b. Board balance. In soliciting candidates for the Board there shall be reasonable efforts to assure geographic balance and representation of the several sectors of the New York State tourism economy. No New York State designated tourism region shall be represented by more than 25% of the voting members of the Board of Directors.
- c. The Board of Directors shall be elected by the membership at the annual meeting.
- d. Ex-officio. The Board of Directors may annually designate ex-officio directors, who may include the highest-ranking officials or their designees of New York State agencies or statewide membership organizations with tourism-related responsibilities, as well as the Chairperson of the Tourism Advisory Council (TAC). Ex-officio members shall have no voting authority. Ex-officio members shall be responsible for providing insight into the plans and actions of the agency or organization they represent and interface with the tourism industry.

Staffing: Is at the will of the Board of Directors. An organizational chart and current staffing is maintained at nystia.org on the contact us page.

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Section 100. Administration and Operations and Workplace

101. Document Retention and Destruction Policy

This Document Retention and Destruction Policy of the New York State Tourism Industry Association, Inc. (“Organization”) identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Organization’s documents and records.

Document retention and destruction guidelines are constantly changing, given the introduction of electronic record keeping and regulatory requirements. Guidance in this area is sought by the organization from a qualified source.

It is the policy of this board to use the recommendations of auditor, specifically found at this link:

<http://cuddyandwardcpa.com/taxretention.php>

These guidelines shall be reviewed each year by staff in context of the audit.

Exceptions. Exceptions to these rules and terms for retention may be granted only by the Organization’s chief staff executive or Chairperson of the Board.

Date: July 2017

102. Minority and Women Owned Businesses

The New York State Tourism Industry Association (NYSTIA) is committed to developing, establishing, maintaining, and enhancing minority involvement in the total procurement process. The Corporation is committed to promoting equal business opportunity in contracting processes by encouraging full and equitable participation by minority (MBE's) and women's (WMBE's) business enterprises in the provision of goods and services on a contractual basis.

It is the policy of the New York State Tourism Industry Association to take affirmative action to ensure that minority business enterprises (MBE's) and women owned business enterprises (WMBE's) are given the opportunity to provide the corporation with goods and services at competitive prices.

The Association commits to involve qualified minority/women-owned businesses to the greatest extent feasible in the procurement of goods, equipment, services, and marketing projects. Competition and quality of work remain the ultimate "yardstick" in contractor, subcontractor, vendor, service, professional service, and supplier utilization.

Date: July 2017

Section 200. Financial

201. Credit Cards

NYSTIA desires to ensure that financial integrity of the Organization and recognizes that credit cards are a responsibility that require adequate controls and must be used for appropriate purposes.

The New York State Tourism Industry Association, Inc. (Organization) shall issue an Organization credit card where the nature of an employee's job requires such use. Organization credit cards may only be used for business expenses and may not be used for expenses of a personal nature. Credit cards are issued at the discretion of the President and CEO.

The President shall maintain rules and regulations and procedures governing the use of the issued cards. Individuals who are issued cards shall annually sign an agreement regarding use of the credit card. In the case of the President, such approvals shall be received through a member of the Executive Committee, or such member as may be designated by the Board of Directors.

The Organization reserves the right to withdraw any Organization issued credit card immediately and without cause.

RESPONSIBILITY

Individuals holding Organization Credit Cards are responsible for:

- Using the cards only for their intended purpose
- Retaining receipts and providing explanations for all Organization credit card transactions
- Obtaining authorization for credit card invoices

The President or his/her designee is responsible for:

- Limiting the use of Organization credit cards to those employees who require a card for Organization business; identifying and requesting any credit or transaction-level limits required for individual cards
- Reviewing and authorizing credit card invoices used by employees on a timely basis to avoid late payment charges; ensuring that all credit card transactions are properly authorized
- Processing payments for credit card invoices on a timely basis to avoid late payment charges

Date: July 2017

202. Procurement Policy

The New York State Tourism Industry Association (NYSTIA) wishes to ensure that sound business judgment is used in all procurement transactions, and that supplies, equipment and services are obtained efficiently and economically and in compliance with applicable laws.

NYSTIA will follow accounting policies and procedures that comply with generally accepted accounting principles. Any procurement of goods and services shall be made by the authorized agent, in the best interest of the agency, upon considering the totality of the circumstances surrounding the procurement, which may include, but not be limited to: price, quality, availability, timeliness, reputation and prior dealings.

Purchases are to be made within the confines of the annually adopted budget and its line items, unless otherwise approved by the audit and finance committee. Consideration shall be preferential to members and when more than one member can provide the same service, they will be given an opportunity to submit a proposal.

Procurement shall be made by one of the following methods: (a) small purchase procedures; (b) sealed bids (formal advertising); (c) competitive proposals or RFP; (d) approval of the Audit Committee of the Board of Directors.

- a. Small purchase procedures are relatively simple and informal procurement methods that are sound and appropriate for the procurement of services, supplies, or other property, costing in aggregate not more than \$5,000. If small purchase procedures are used for procurement under a grant, price or rate, quotations shall be obtained from an adequate number of qualified sources. Other small purchases are under the approval of the President or her designee.
- b. Sealed Bids (formal advertising), sealed bids are publicly solicited and a firm-fixed-price contract (lump sum or unit price) is awarded to the responsible bidder whose bid, conforming with all of the material terms and conditions of the invitation for bids, is the lowest in price.
- c. Procurement by competitive proposals (RFP) is normally conducted with more than one source submitting an offer, and either a fixed-price or cost-reimbursable type contract is awarded, as appropriate. Competitive proposals are generally used when conditions require the consideration of a provider's expertise, experience, reputation and/or schedule. NYSTIA shall follow the guidance of the Finance/Audit Committee for competitive proposal and procurement process and shall give preferential consideration to members.
- d. Any other method of procurement must have prior approval of the Board of Directors Audit Committee.
- e. Any or all bids may be rejected if there are sound documented business reasons in the best interest of the program.

Date: May 30, 2018

203. Capitalization of Assets

NYSTIA wishes to standardize its practices on the capitalization of assets by assigning a threshold for purchases by which the organization can make decisions on capitalization of assets or expensing of assets.

Unless otherwise recommended by the Finance and Audit Committee, there shall be a \$2500 threshold of purchases resulting in items under that level generally being expensed and over that threshold generally being capitalized.

It is recognized that other auditing standards, such as useful life, may override this threshold, but in general our policy is as stated above.

Date: May 30, 2018

204. Internal Control Policy

The New York State Tourism Industry Association recognizes that Internal Controls are an integral part of our organization's financial and business policies and procedures. Internal controls consist of all the measures taken by our organization for the purpose of: (1) handling funds received and expended by the organization; (2) preparing appropriate and timely financial reporting to board members and officers; (3) conducting the annual audit of the organization's financial statements; (4) evaluating staff and programs; (5) maintaining inventory records of real and personal property and their whereabouts; and (6) implementing personnel and conflicts of interest policies.

The organization will maintain a set of internal controls that are inclusive of the policies and procedures established by the organization and consistent with GAAP.

The President shall develop and maintain an internal control checklist. At least annually the organization will compare operations to the established policies and procedures through the use of an internal control checklist. Should directors become aware of any significant deviation from this policy, it should be addressed immediately by the President and reported to the Board of Directors Audit and Finance Committee. The committee has the responsibility to determine the appropriate action as a result of the reported incident.

Management and Oversight

The Board of Director members are elected to their positions and are expected to serve as independent of management. The board also reviews financial statements on a regular basis through financial reports provided at the scheduled meetings. The board of directors meets annually with the external auditor and appoints the auditor. Because the board of directors is such a diverse group, with skills related to the industry, their oversight of the organization and understanding of the transactions is effective, appropriate and valued.

Authority and responsibility for appropriate financial reporting is held by the President, who is charged with analyzing the effects of any changes on the organization with respect to risk. The President consults with its auditors on an as needed basis regarding pronouncements and regulations regarding financial reporting. The accounting professional utilized by the organization also consults with the auditors on an as needed basis.

See Procedures

See President's Internal Control Checklist

Date: May 30, 2018

205. Check signing Policy - Signature Required for Payments in Excess of \$5,000

The President of NYSTIA is authorized and required to attend to the financial affairs of the corporation, following the internal control and procurement policies of the Board of Directors, and maintaining the fiscal integrity of the organization.

All payments, whether traditional or electronic, over \$5000 require the separate signatures of two authorized signers of the checking account.

Neither signer may be a recipient of the payment.

Date: May 30, 2018

206. NYSTIA Retained Earnings Policy

The Retained Earnings policy sets the ***target range of retained earnings that NYSTIA needs to maintain, as well as the amount of retained earnings (expressed in terms of percent of available Retained Earnings) that can be expended for distribution***. The purpose of retained earnings and the potential to expend retained earnings is to allow NYSTIA to better manage change and opportunity.

Establishing Retained Earnings Level

The target range of retained earnings should be maintained between 45% and 65% of NYSTIA’s average annual budget for the most recent four year period. Before the end of each year, sometime in the fourth quarter, NYSTIA’s Finance Committee will review and average the previous two annual financial reports/audits plus the current year estimated year-end forecast and the upcoming year’s proposed budget in order to determine an average budget level.

The minimum level of retained earnings should remain at 45% or more of the four-year average annual budget. The board of directors may only consider utilizing retained earnings less than 45% of the four-year budget average for purposes deemed as emergency measures necessary to keep the organization in existence.

Once retained earnings exceed 45% of NYSTIA’s average budget for the most recent four-year period, NYSTIA ***may include an amount*** up to 7.5% of the average retained earnings balance in the following year’s budget.

In the event retained earnings exceeds 65% of NYSTIA’s average budget for the most recent four-year period, the amount in excess of this retained earnings balance will be reviewed by the Finance Committee and Board of Directors and may be utilized to further NYSTIA’s established mission.

Surplus

A surplus as identified in NYSTIA’s annual financial statement will be subject to NYSTIA’s Retained Earnings Policy as defined above. Government and/or foundation grants should not be utilized to generate a surplus for NYSTIA, unless the terms of the grant expressly allow for an administrative fee or charge. A surplus may be incorporated in advance in NYSTIA’s annual budget, or realized over the course of the year, utilizing NYSTIA’s non-governmental or non-foundation financial resources.

If a surplus is proposed in a NYSTIA annual budget, the proposed amount will be identified for a specific purpose in support of NYSTIA’s mission.

NYSTIA Retained Earnings Availability Calculator

as of 10/2/2017

		<u>Retained Earnings</u>	<u>Operating Budget Amounts</u>
Financial Review	2015	349,029	678,318
Financial Review	2016	391,219	667,550
YE Forecast	2017	388,669	686,792

Proposed Budget	2018	n/a	718,175
Average Level:		376,306	687,709
45% minimum RE level		309,335	
65% maximum RE level		446,818	
RE available for 2018 (not to exceed 7.5% of average RE balance)		\$28,223	

Note: Staff and overhead expenses for 2018, excluding programmatic costs are \$235,000-\$245,000.

Date: October 2, 2017

207. Investment and Deposit Policy

Investments

It is the general policy of the Agency that funds not required for immediate expenditure shall be invested with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

Deposits.

The agency shall, by resolution, designate one or more commercial banks or trust companies for the deposit of Agency funds. Such a resolution shall specify the maximum amount that may be kept on deposit at any time with each bank or trust company. Such designations and amounts may be changed at any time by further resolution of the Corporation.

Annual Monitoring and Reporting

Each cash and investment account statement will be reviewed and reconciled by an appointed accountant each month. The Chief Financial Officer will review each account reconciliation for accuracy and will investigate any unusual items.

On an annual basis, the Corporation will obtain an independent audit of its financial statements, which shall include an audit of its cash and investments and the organization’s compliance with this policy. The results of the independent audit shall be made available to the board at the time of its annual review. The Agency shall make available to the public copies of its audit and other financial reports.

Date: May 30, 2018

Section 300. Employment Relationships and Business Ethics

301. Conflicts-of-Interest Policy (see procedure 501)

Employees and board members of the New York State Tourism Industry Association, Inc. (NYSTIA) have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which NYSTIA wishes its business to operate. The purpose of these guidelines is to provide general direction so that employees and board members can seek further clarification on issues related to the subject of acceptable standards of operation.

An actual or potential conflict of interest occurs when an employee or board member is in a position to influence a decision that may result in a personal gain for the employee or board member or for a relative as a result of NYSTIA's business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the employee or board member is similar to that of persons who are related by blood or marriage.

No "presumption of guilt" is created by the mere existence of a relationship with outside firms. However, if an employee, board member, or relative of either, has any influence on transactions involving purchases, contracts or leases, it is imperative that he or she discloses to an officer of the organization as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

I. CONFLICT OF INTEREST DEFINED: For purposes of this policy the following circumstances shall be deemed conflicts of interest.

A. Outside Interests

1. A contract or transaction between NYSTIA and an employee, board member, or relative that exceeds \$999.00

B. Outside Activities

1. An employee, board member or relative competing with NYSTIA in the rendering of services or in any other contract or transaction with a third party that competes with NYSTIA.

C. Gifts, Gratuities and Entertainment

1. An employee, board member or relative shall report gifts, gratuities or entertainment exceeding \$99.00 received from any individual or entity that is seeking to do business with or is a competitor of NYSTIA. (See ethics policy)

D. Confidentiality

1. Each board member, director or relative of either shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of NYSTIA.

Furthermore, information shall not be used or disclosed for the personal profit or an advantage of a board member, employee or relative.

Review of Policy

- A. Each new board member or employee shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so. If a change in status has occurred it is the responsibility of the board member to review and update their conflict of interest statement.
- B. Board members shall review and update this policy prior to each annual meeting.

Date: July 2017

302. Diversity

The New York State Tourism Industry Association, Inc. is committed to encouraging diversity and prohibiting discrimination in both its role as an employer and as a provider of services. We seek to foster an organizational culture that respects and values each others' differences, promotes dignity, equality and diversity, and encourages all individuals to develop and maximize their true potential. The Corporation is committed, to the greatest extent practicable, to achieving and maintaining a workforce that broadly reflects the community in which we operate and the individuals that we serve.

Date: July 2017

303. Anti-Harassment and Sexual Harassment

NYSTIA is committed to maintaining a professional work environment where employees and non-employees are free of inappropriate and disrespectful behavior and harassment, including sexual harassment and harassment based on any of the protected classes or groups listed in the Equal Employment Opportunity policy. The Organization takes all necessary measures to prevent harassment in the workplace or, in the event it occurs, to stop the conduct immediately.

Definition of Workplace - For the purpose of this policy, the workplace includes the office, rented spaces, store, parking areas, vehicles, locations, social functions sponsored by FLVC both on and off Organization premises, business meetings, business-related travel, and/or any location while representing the Organization.

Sexual Harassment Definition - The Equal Employment Opportunity Commission (EEOC) defines sexual harassment as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature to an individual of the same or opposite gender when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
- Submission to, or rejection of, such conduct by an individual is used as the basis for employment decisions (e.g., promotion, termination, pay increase) affecting that individual; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's ability to work or creating an intimidating, hostile, or offensive working environment.

Prohibited Behavior - Unprofessional, inappropriate, or offensive conduct committed by a manager, coworker, board member, vendor, supplier, visitor, customer, or any other non-employee is prohibited, even if the conduct is welcome by the recipient(s). Prohibited conduct includes, but is not limited to:

- Insulting, lewd, or sexually oriented comments, jokes, slurs, innuendoes, or stories. This includes verbal harassment as well as written, recorded, and electronically transmitted material;
- Demeaning, insulting, or sexually suggestive comments used to describe an individual or the individual's appearance or body;
- Leering, ogling, obscene gestures or sounds, or whistling;
- Unwelcome sexual flirtations, advances, propositions, or demands for sexual favors;
- Unwelcome physical contact, including touching, groping, grabbing, hugging, massaging, fondling, petting, pinching, hitting, pushing, or intentionally rubbing up against a person's body;
- Viewing, displaying, storing, or transmitting sexually oriented or pornographic pictures, posters, cartoons, or other materials;
- Sending sexually suggestive or obscene letters, gifts, or invitations; and
- A manager threatening or implying that a subordinate's acceptance or refusal of the manager's sexual advances will affect the subordinate's terms or conditions of employment (e.g., promotion, demotion, pay increase, termination).

Other Types of Harassment – As noted above, in addition to sexual harassment, harassment based on any protected characteristic is prohibited. While it is not possible to list all conceivable behaviors which might be considered harassing, the following are examples of behavior which must be avoided:

- Ethnic, racial, religious or other teasing or slurs, or jokes or comments that demean a person on the basis of race, color, religion, national origin, sexual orientation, age or disability;
- Mimicking or mocking another's race, color, religion, ethnicity, national origin, sexual orientation, age or disability; and
- Racially or religiously offensive pictures, symbols, cartoons, or graffiti.

Managerial Responsibility - A manager is responsible for providing a work environment that is free from unsolicited, unwelcome, and intimidating behavior, including behavior of a sexual nature. A manager is required to take immediate and appropriate corrective action in the event he or she is a witness to, or becomes aware of, any violations of this policy. The manager is also responsible for immediately notifying the President and/or Chair of the Board of any policy violations.

Complaint Procedure - An employee, board member, or intern who believes that he or she is the victim of harassment is required to report this behavior to the Organization immediately. Refer to the *Complaint Procedure and Investigations* (502) for information regarding how to file a complaint and the Organization's investigation procedures.

Non-Retaliation – NYSTIA prohibits and will not tolerate retaliation against anyone who makes a complaint of harassment or participates in an investigation of a complaint. Individuals who become aware of anyone engaging in retaliation prohibited by this policy should immediately report the matter to the President or Chair of the Board. Any person who engages in retaliatory conduct prohibited by this policy will be subject to appropriate disciplinary action, up to and including termination of employment.

Policy Violations – Any board member, vendor, supplier, visitor, customer, or other nonemployee who violates this policy will be subject to remedial action, as determined by the President and/or Chair of the Board.

See Procedures for Complaint and Investigations (502)

See Forms for Employees Acknowledging Review of this policy and procedures (602)

Date: July 2017

304. Nepotism Policy

Employment of Officers & Directors.

Unless authorized by two-thirds majority (66.67%) vote of the Board of Directors, upon a finding that there is no reasonable potential for a material conflict of interest, as defined by the New York Not-for-Profit Corporation Law, or an excess benefit transaction, as defined by regulations promulgated by the Internal Revenue Service, conducted in a manner consistent with all applicable statutes and regulations and documented in a manner stipulating all criteria utilized and standards considered, no Officer or Director, or any of their immediate family members (as defined herein) shall be considered for regular employment by the Corporation and no current employees, or members of their immediate families (as defined herein), shall be permitted to serve as Officers or Directors of the Corporation.

Supervision of Related Employees.

Employees may not hold a position at the Corporation over which a member of their immediate family exercises supervisory authority. For purposes of this policy, the term "immediate family" shall be deemed to include the following: husband, wife, domestic partner, son, son-in-law, daughter, daughter-in-law, father, step-father, father-in-law, mother, step-mother, mother-in-law, brother, step-brother, brother-in-law, sister, step-sister, sister-in-law, grandparent, grandchildren and any other members of, or residents in, the household of the employee.

Date: July 2017

3045. Whistleblower Policy

The New York State Tourism Industry Association, Inc, (Organization) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Organization; (2) specifies that the Organization will protect the person from retaliation; and (3) identifies where such information can be reported.

1. Encouragement of reporting. The Organization encourages complaints, reports or inquiries about illegal practices or serious violations of the Organization's policies, including illegal or improper conduct by the Organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Organization's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.
2. Protection from retaliation. The Organization prohibits retaliation by or on behalf of the Organization against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, report or inquiries or who otherwise abuse this policy.
3. Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, reports or inquiries. They should be directed to the Organization's chief employed executive or Chairperson of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Vice Chairperson of the Board of Directors. The Organization will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Organization may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously, nor report the result to the initiating volunteer or staff.

Date: July 2017

306. Code of Ethics

Our success is dependent upon how we conduct ourselves and do business with our customers, vendors, suppliers and other business partners. The New York State Travel Industry Association (NYSTIA) expects all employees and board members to maintain the highest standards of professionalism and integrity in the performance of their duties and while representing the Organization. All work must be performed in an ethical manner and in accordance with government regulations and Organization policy. Employees and board members should never use the position with the Organization or relationship with customers for private gain.

Prohibited Conduct – Employees and board members are expected to refrain from any illegal, unethical, and/or dishonest business activity. Examples of prohibited conduct include, but are not limited to:

- Directly or indirectly soliciting or accepting a bribe, kickback, loan, gift, service, entertainment, or preferential treatment from a current or prospective vendor, supplier, customer, or competitor for personal gain in return for being influenced in connection with NYSTIA business;
- Having a direct or indirect financial interest or a personal business relationship with any business or person that does business with NYSTIA without disclosure to and approval of the Organization; and
- Investing in the stocks, bonds, or securities of a vendor, supplier, customer, or competitor if such transactions are based on any “inside information.”

Guidance - Because the Organization is unable to list every example of conduct that may violate this policy, employees and board members should use good judgment and seek guidance and assistance from the President or Chair of the Board, if needed.

Date: May 30, 2018

Section 400. Board of Directors

401. Board Member Job Description and Board Norms

Position Title: Board Member

Reports to: Chairperson

Qualifications: New York State Travel Industry Association is a not for profit, membership organization (501c6) and LDC formed by the merger of the New York State Travel and Vacation Association into the New York State TPA Council. The members of the Board of Directors are elected by the members of the associations. While the Board is appointed from specific entities or organizations, the Board is focused on the overall good for the broad New York State travel industry.

Function: The Board makes planning and policy decisions; is responsible for financing those decisions; oversees, reviews, and monitors organizational and strategic plans; and promotes understanding of and support for the organization

Additional Requirements: Board members are required to sign a conflict of interest statement

Tenure: The terms of office are outlined in the bylaws, which currently include a three year election term.

Principal Activities:

1. Be prepared for, attend and actively participate a majority of the Board meetings
2. Contribute to at least one committee – actively participate in its deliverables
3. Be willing to grow within the board structure, advocate for the organization and assume leadership positions
4. Follow the *board norms* on decisions of the board and adopted meeting practices

BOARD NORMS

Board Norms

Meeting Protocol

- Confirm your status for attendance at meetings
- Arrive at meetings on time; Commit to the full meeting.
- Declare conflicts of interest where applicable on any agenda or discussion items
- Working from a consensus agenda requires trust and consideration of the committee work in advance of the meeting. Prepare for the meeting and when possible, ask for clarification in advance.
- Use the electronic resources of the organization for communications and preparation. Currently, this is a shared platform called, One Drive.

Role Protocol

- Recognize that the board position is one of oversight and fiduciary responsibility as a volunteer member of a policy making group, rather than a paid staff position. Leave the staff work to the staff, but contribute to the policy to guide the staff.
- Actively participate in the decisions of the board. All decisions will be arrived at by consensus after all viewpoints are heard, understood, and considered. By working toward consensus the decision for the

organization will have the broadest possible backing, understanding, and wholehearted support of board members

- Abide by the adopted policies of the Board of Directors
- Maintain confidentiality

402. Employee Handbook

The board shall maintain an Employee Handbook which is reflective of current law and practice in Human Resources.

Date: May 30, 2018

403. Defense and Indemnification Policy

The New York State Travel Industry Association shall indemnify each member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

Date: May 30, 2016

Section 500. Procedures

501. Conflicts-of-Interest Procedure (see policy 301; see section 600 for forms)

Reporting and Meetings

- A. Prior to a board or committee action on a contract or transaction involving a conflict of interest, a director or employee having a conflict of interest and who is in attendance at the meeting shall disclose all facts material to the conflict of interest. Such disclosure shall be reflected in the minutes of the meeting.
- B. A director or employee who plans not to attend a meeting at which he or she has reason to believe that the board will act on a matter in which the person or a relative has a conflict of interest shall disclose to the Chair the believed conflict-of-interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- C. A person who has a conflict of interest shall not participate in or be permitted to hear the board's discussion of the matter except to disclose material facts and to respond to questions.
- D. A person who has a conflict of interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for the purposes of the vote.

Review of Policy

Review and Update

- A. Each new board member or employee shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so. If a change in status has occurred it is the responsibility of the board member to review and update their conflict of interest statement.
- B. Board members shall review and update this policy prior to each annual meeting.

Date: July 2017

502. Anti-Harassment/Anti-Sexual Harassment Complaint Procedure and Investigations

Policy Statement - NYSTIA takes all complaints of discrimination, harassment, sexual harassment, unfair treatment, and retaliation seriously. A comprehensive complaint procedure has been developed to address any concerns or complaints received from employees and non-employees.

Reporting Policy Violations - An employee, board member, or intern who believes that the actions or words of a manager, coworker, fellow board member, vendor, supplier, visitor, customer, or any other nonemployee has violated the Organization's Equal Employment Opportunity and/or Anti-Harassment Policies is required to report the behavior to the President or the Chair of the Board immediately. Any manager or Organization officer who receives a complaint about, hears of, or witnesses any inappropriate conduct is required to immediately notify the President or Chair of the Board.

Investigation of Complaint - All complaints received are investigated promptly, thoroughly, and in as impartial a manner as possible. An investigation generally involves talking with the parties involved as well as any witnesses. All employees are required to cooperate in an investigation.

Confidentiality - An employee/board member's confidentiality will be protected to the greatest extent possible, consistent with conducting a full investigation. However, the Organization cannot guarantee complete confidentiality.

Non-Retaliation by the Organization – NYSTIA will not retaliate, intimidate, threaten, discriminate, or otherwise take any adverse employment action against an employee, board member, or intern who files a complaint, testifies, or assists in any complaint made under this policy or with a court or government agency. In addition, the Organization will not retaliate against an employee, board member, or intern for opposing any practices that are prohibited under any federal or state employment regulation.

Non-Retaliation by Employees and Board members - The Association prohibits employees and board members from intimidating, threatening, or retaliating against a coworker, board member, or non-employee for filing a complaint and/or participating in an investigation.

Policy Violations - Any board member, vendor, supplier, visitor, customer, or other nonemployee who violates this policy will be subject to remedial action, as determined by the President and/or Chair of the Board. Any employee who violates the Organization's Equal Employment Opportunity or Anti-Harassment and Sexual Harassment policy or who retaliates against a coworker, manager, or non-employee, or knowingly files or supports a claim they know to be false, will be subject to disciplinary action, up to and including termination.

Remedial Action - Any vendor, supplier, visitor, customer, or other non-employee who violates this policy will be subject to remedial action, as determined by management.

Please note that this policy is not designed or intended to limit the Organization's authority to discipline or take remedial action for workplace conduct which it deems unprofessional, inconsistent with Organization standards, or otherwise inadvisable behavior, regardless of whether that conduct satisfies the legal definition of unlawful discrimination or harassment.

Date: May 30, 2018

Procedure 503. Internal Control Procedures and Accounting Processes (Current)

- The President and CEO, approves all disbursements prepared by the bookkeeper. The signers of the checks are the President and CEO and officers of the board of directors. The checks are printed by the external bookkeeper and mailed by the bookkeeper of NYSTIA to the Treasurer or President and CEO for signature.
- Any checks received are copied and entered into the data management system and then exported into Quickbooks. The bookkeeper stamps the checks “For Deposit Only” and prepares them for deposit.
- Bank reconciliations are done on a monthly basis by the bookkeeper. Any issues in the reconciliation are immediately reported to the President and CEO, with the President and CEO notifying the board of directors if appropriate.
- Payroll is processed online by the President and CEO and/or her designee. The external bookkeeper prints payroll register, inputs into Quickbooks and reconciles Quickbooks to quarterly payroll tax returns. Hourly staff submit their hours by time sheets, which are approved by the President and CEO. Payroll is processed semi-monthly.

Internal Control Procedures

For the purpose of this policy and procedures the roles are defined as

- President/CEO/CFO – Chief Executive Officer of the company
- Bookkeeper – data entry into Quickbooks, can be internal or external
- Accountant – an independent financial person hired on a contractual basis
- Auditor – CPA firm, annually approved by the Board of Directors
- Board Chairperson, Treasurer or other authorized signer – persons with signatory authority on all accounts
- Employee – staff members responsible for budgetary controls but no direct accounting authority.

Accounting Procedures:

Disbursements

- The President prepares all disbursements; including reviewing accounting@nystia.com for records of any auto-pays which have been transacted or are anticipated to be transacted within the month.
- The President approves and verifies appropriate account numbers for the disbursements.
- The bookkeeper is scheduled twice a month to prepare all of the checks for disbursement, coordinating the appropriate backup materials and placing in order for required authorized signers.
- The bookkeeper will maintain a log of autopay transactions.
- The President executes ACH transactions from the bank. A printed record of these transactions is provided to the bookkeeper for entry into the accounts and a separate transaction journal is maintained.
- The President obtains the appropriate signatures.
- The signers of the checks are the President and other officers as designated by the board
- The staff member as assigned mails the checks once signed.
- The staff member files the checks, maintains a record of voided checks, and distinguishes between the filing requirements and record keeping requirements for each account.

Accounts Receivable and Invoicing

NYSTIA Policy and Procedures Manual (November 2019)

- Staff members generate a notice of a payment due to the company for a service or reimbursement. These staff members delineate the fees, the program and where possible provide copies of a signed agreement by the receiver.
- The President will create an invoice and authorizes the invoice to be sent ensuring that the terms and amounts of the invoice are accurate
- The staff member assigned will mail the invoices.

In-Kind Services and donations

- The President keeps a log of staff member reported in-kind services and donations.
- This log is transferred to the bookkeeper or accountant at the end of the month and a journal entry is made.

Credit Card

- The board maintains a separate credit card policy.
- Credit card debt is paid in full upon receipt of the invoice from the credit card company.
- Credit card transactions are recorded by the Bookkeeper or the President.
- These transactions are aligned with credit card receipts provided by staff members with required account, class or job classifications and memos where appropriate.
- The bookkeeper audits the credit card receipts and the bill for completeness.
- The bookkeeper reconciles the Credit Card bill, which upon completion places a check for payment in the account.

Transfers - It is the policy of the board that electronic transfers between accounts can be made by the President, provided that the President writes the board chair and the treasurer and indicates the details of the transaction including the purpose of the transaction.

Deposits

- The mail is received by the staff member assigned. Any checks received are date stamped and logged in a folder held in the President's office.
- The bookkeeper will align the deposit with any open invoices or create an invoice if one does not exist.
- The Executive Assistant prepares the deposit ticket and backup.
- Approval of the deposit and backup is made by the President.
- Entry of the payment received into Quickbooks may be made by the President or the Bookkeeper and the deposit summary held at the office pending the receipt of deposit slip.
- A separate staff member makes the deposit, returns the receipt.
- The Bookkeeper shall record the deposit in Quickbooks.
- The executive assistant attaches a copy of the receipt and the deposit summary and subsequently attaches that deposit to the bank statement when it arrives.
- The Accountant verifies the deposits when doing the bank reconciliation.
- In the case of cash deposits, which are rare, the same process abides.

Bank reconciliations - Bank Reconciliations are done on a monthly basis by the Accountant. Any issues in the reconciliation would be immediately reported to the president, with the President notifying the board of directors if appropriate.

Recordkeeping - The President maintains the records of the corporation.

Payroll - Payroll is processed bi-weekly **(or semi-monthly)**

- Time is calculated from Saturday through Friday.
- The staff submits their hours and use of personal time, holiday time, travel time and paid lunch time to the Executive Assistant on the schedule provided.
- The President processes the payroll per these records with a pay date of one week later.
- The accountant receives a copy of these records and makes appropriate journal entries to the accounts

President's Internal Control Checklist

Cash

- Cash handling and cash record keeping duties are segregated
- All expenditures are authorized and documented
- Any single employee is prohibited from handling a transaction from start to finish
- Petty cash of \$100 is maintained by the Executive Assistant to the President

Accounts receivable

- There is segregation of duties associated with grants receivable. Grants are vouchered for and received by the President, noted in the check log and recorded into Quickbooks by the bookkeeper and deposited into the bank account, with notification of deposit being sent to the treasurer and or chair of the board.

Fixed Assets

- Fixed assets are only acquired with proper authorization by the President within the budget
- Fixed assets are inventoried annually
- Fixed assets are adequately insured

Budget

- The annual operating budget is approved by the board of directors
- All significant activities are included in the budget
- Expenditures are compared to the approved budget on a month-to-month basis and a year-to-date basis.
- A capital budget and explanation of the reserve account will be annually presented to the board

Purchases

- Purchases are supported with proof of receipt prior to payment.
- The appropriate account to be charged is indicated on the invoice prior to payment
- Competitive bidding procedures are used when required
- Responsibilities for purchasing and invoice processing are segregated from general ledger entry and check writing

Journal entries

- The President assigns budget categories and the Accountant makes journal entries
- Liabilities will be recorded on the accrual basis by the Accountant
- Reports are generated by the Accountant and reviewed by the President

Conflict of Interest

- FLVC ensures that conflict of interest statements are completed and on file with the county for all directors. FLVC maintains completed conflict of interest statements from all employees

Security

- Quickbooks is secured by passwords with access limited to the President (who also serves as the administrator), the Bookkeeper, the Accountant, and the Treasurer and Chair of the Board who has limited access privileges
- Documents are maintained according to the record retention policies of NYSTIA
- Checks are signed in accordance with the check-signing policy of the board

Date: May 30, 2018

Procedure 504. Calculating Retained Earnings Availability

		<u>Retained Earnings</u>	<u>Operating Budget Amounts</u>
Financial Review	2015	349,029	678,318
Financial Review	2016	391,219	667,550
YE Forecast	2017	388,669	686,792
Proposed Budget	2018	n/a	718,175

Average Level: 376,306 687,709

45% minimum RE level 309,335

65% maximum RE level 446,818

RE available for 2018 (not to exceed 7.5% of average RE balance) \$28,223

Note: Staff and overhead expenses for 2018, excluding programmatic costs are \$235,000-\$245,000.

as of 10/2/2017

Procedure 506. Procedures for Credit Card Spending (see Policy)

Credit Card Authorization

The President or her designee shall maintain records of issued credit cards, the limits and intended uses of those credit cards, and employee's signed agreements. Annually, and generally in conjunction with the employee yearly review, credit card authority and use will be reviewed with the individual cardholders to ensure compliance and understanding.

All policies of the organization apply to credit card purchases and reporting, including, but not limited to Procurement Procedures Policy and Ethics Policies.

Use of Credit Cards

- Credit cards are to be used for company requirements only.
Employee cardholders must retain initial receipts and note the purpose of the expense on the back of each receipt. When expenses relate to a particular event, all transactions must be presented together in an expense report format.
- Use of company credit cards for expenses of a personal nature may result in disciplinary action up to and including dismissal. It may result in the expenses being deducted from the employee's paycheck.
- When an employee is on the road entertaining clients, the line between business purposes and personal use can be blurred. Each use of a company credit card should be preapproved by the company. For variable charges such as entertaining clients, a protocol should be adopted that outlines and defines acceptable forms of entertainment. The employee shall request a predetermined limit on how much the company will pay for when it comes to charges on the company credit card. Charges over the predetermined amount will be the responsibility of the card-holder, and use of the credit card in any unapproved forms of entertainment shall result in termination.
- Employees are discouraged from using the credit card for purchases when a direct payment may be made for the purchase. This may require the employee to request direct billing, an advance for a purchase, or the like.
- It is generally discouraged to have credit card transactions under \$25, unless part of a trip expense report.
- Employees are not permitted to make any online purchases using the issued corporate credit card without specific authorization, due to internet security concerns.

1. Credit Card Invoicing, Authorization and Payment

- The employee shall submit the corresponding receipts along with an expense report (Credit Card Expense Report) within one week of the conclusion of the business trip and/or incurring the expense.
- Charges for items where the receipt has been misplaced must be explained and receive written authorization for the specific charge and indicate "receipt missing" beside it.
- The President shall review and approve all credit card expenses and credit card reports prior to payment.
- For the President's issued credit card, approval shall be done by another authorized signer for the company.

DEFINITIONS

- "General Credit Card" means a credit card that can be used at multiple establishments, such as VISA, American Express, or MasterCard.

- “Supplier Specific Credit Card” means a credit card that can be used only with a specific supplier, such as a gas company or an office supply company.
- “Credit limit” means the total amount that may be charged to the credit card before transactions are refused by the credit card company.
- “Transaction-level limit” means the total value of any individual transaction, or the type of transaction, that may be charged to the card. For example, some gas companies will allow for “gas only” cards, which deny credit for other miscellaneous purchases at the gas station.

Date: May 30, 2018

Section 600. Forms/Forms Requiring Signatures

Section 601. Conflict of Interest Form

**Conflict of Interest Form
New York State Tourism Industry Association**

I have reviewed and agree to abide by, the Policy of Conflict of Interest of the New York State Tourism Industry Association, Inc. that is currently in effect.

I have the following conflict(s) of interest to declare:

None.

See Below

Signature: _____ Date: _____

Business: _____

Email: _____

To be filed with the President and CEO of NYSTIA and annually updated by the conclusion of the annual meeting.

602. Form: Acknowledgement of Anti-Harassment/Sexual Harassment Policy Review. See Policy #302

Application: All employees and Board Members. All employees will sign acknowledgement of receipt and review of the policy.

Employee Name: _____

Employee Signature: _____