



International Reprographic Association

Policies & Guidelines

Operating Policies and Guidelines for the International Reprographic Association

Accepted at various meetings by the IRgA Board of Directors

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Membership & Dues Policies

Resignation of Membership

Any member company wishing to resign in the middle of a dues year must present its resignation in writing to the Board of Directors, provided such resigning member shall have discharged all financial obligations to the association up to the date of such resignation. Members resigning shall not receive any refunds of dues paid and shall forfeit all rights, privileges and benefits of membership in the association.

Dues Payment for Companies Experiencing Hardship

Companies experiencing hardship due to natural disaster (e.g., fire, earthquake, hurricane, tornado but not due to the economy, for example) but wishing to continue their membership in the association may appeal to the Membership Committee for assistance in payment. Assistance will be granted on a case-by-case basis. The committee has the authority to act independently without board review.

Dues Amount

Dues amounts shall be determined by the Board of Directors.

The Supplier Relationship

Suppliers are welcome to join the IRgA and participate in its activities; however, they must recognize that there is a fine line between educating and selling. These activities are considered to be unacceptable:

- Promotional pieces that begin, "Dear IRgA Member"
- Any event hosted or sponsored by a company or organization that is in conflict with an IRgA event
- Any event for which invitations have been distributed to convention registrants, which conflicts with show hours
- Any event that requires buses or a fleet of limousines to move convention attendees to another site during show hours
- Formal hospitality suites and/or competing hosted events such as organized receptions, large-scale social events, golf outings or evening events in conflict with the IRgA Convention and Trade Show

Firms hosting an event in proximity to an IRgA convention and trade show risk offending many of the potential customers they are trying to impress. By ignoring this advice, one risks creating the perception of violating the intent of the IRgA's guidelines.

Executive & Board Policies

Scheduling and Protocol

The Board normally meets three times a year: usually in the summer, winter and in conjunction with the annual convention (as required by the bylaws).

Summer Board Meeting - Traditionally, this business meeting is held in Chicago. The annual budget is approved at the summer meeting; therefore, it is advisable that association staff attend so they can present and answer questions about the budget assumptions.

Winter Board Meeting- The president works with the staff to select the location for this meeting, which is usually held at the end of January /beginning of February. The meeting is typically held at a warm weather destination or at a future site of the annual convention so directors can become acquainted with the property. Companions are encouraged to attend and participate in the various social activities.

Convention Board Meetings – The bylaws require the board of directors to meet at least once a year at the Annual Convention. Usually, there is a Leadership Reception held to recognize those volunteers who have made a significant contribution to the association. Invitees typically include members of the current board, previous directors/past presidents, affinity group leaders, key exhibitors, the Bukovsky Award recipient and other VIPs as determined.

Budget Preparation

The staff typically prepares a draft budget and works with the Finance Committee before presenting the proposed budget to the full Board. The justification for each line is included. For all other meetings, the budget should be presented only when there are revisions proposed.

Board Meeting Materials

Information regarding the site, dates, agenda and supporting materials will be sent to all Board members and invited guests at least 10 days in advance of the meeting. Any materials that are to be included in the Board Books must be submitted by a pre-determined deadline. Board materials will be distributed electronically to all current members of the board.

Compensation

No officer or director of the association shall receive any salary or other compensation for services, but shall be allowed reimbursement of expenses for authorized association-related travel, other than travel to the Annual Convention & Trade Show. The President shall be allowed reasonable travel expenses when traveling in the interests of the association, subject to the approval of the Board of Directors.

Awards

An IBPY (pronounced Ippy) will be given at the conclusion of one's term as a director (Silver) and another at the end of one's term on the executive committee (Gold), preferably at the conclusion of their term as Immediate Past President. If that person serves on the executive committee but retires from the executive committee before becoming president, an IBPY would be received upon their departure. A silver IBPY is also given to anyone who serves as Convention Chair. Plaques will be given to the Program Chairperson and Golf Chairperson at the Annual Convention. The president's companion and the Convention Chairperson's companion will also be recognized in some fashion by the President.

Executive Session Policy

From time to time, as it deems appropriate, the Board of Directors or the Executive Committee may meet in “Executive Session.” The purpose of an Executive Session is for the Board of Directors and/or Executive Committee to meet, in private, to discuss issues that require confidentiality. These issues are related, *but not limited*, to the following:

1. Pending or probable litigation
2. Personnel matters related to the staff or “contract” employees of the association
3. Personnel matters related to the performance of individual members of the Board of Directors
4. Matters which relate to individual members of the association

Attendance at Executive Sessions usually is limited to the members of the Board of Directors and/or Executive Committee and General Counsel (if necessary). The Board of Directors and/or Executive Committee, may at its discretion, invite other individuals to attend the meeting; those individuals are bound by the same confidentiality agreement that is binding on the members of the Board of Directors and/or Executive Committee.

Any member of the Board of Directors may make a motion, requiring a second, for an Executive Session to be held, subject to approval by the Board of Directors. It is not necessary for the motion to include the reason for the motion.

No binding action may be taken in Executive Session meetings of the Board of Directors and/or Executive Committee. If binding action is desired, it must be taken during an “open” meeting of the Board of Directors and/or Executive Committee as part of its regular business. Binding action is action which commits the association to spend funds, establish/terminate relationships with vendors, employees, organizations, or events, or to take legal or disciplinary action.

Committee Policies

Appointment

The President, with the advice and consent of the Board of Directors, shall appoint all members of all committees, advisory councils and task forces. The President and Executive Director shall confer prior to presenting the appointment recommendations to the Board for the “advice and consent” function.

Prior to appointing members of committees, the President shall circulate a listing of committees to every member of the Board of Directors in order to determine Board members’ interest in service on particular committee(s). The President and the Executive Director shall consider the interest of Board members when making committee membership recommendations.

The members of Task Forces and Advisory Boards shall be determined by the President. No task force or project advisory team shall be approved without a “charge”, which shall define the objective to be achieved, and a deadline by which the task force or project advisory team will complete its work.

Reports

The Board of Directors may at any time demand a report to date from any officer, committee or staff member of the association, showing information to be requested, provides such request is a reasonable one. Such report will be submitted in writing at a time and place designated by the Board of Directors.

Expense Reimbursement

Please refer to the Expense Reimbursement Policy which is included as an appendix to this document.

Financial Policies

Investment Policy

Please refer to the Investment Policy which is included as an appendix to this document.

Budget Amendment Policy

The IRgA staff, in consultation with the IRgA's Treasurer-elect, develops the annual budget and confers with the Finance Committee for guidance. The Finance Committee recommends the proposed budget to the Board of Directors for their consideration and approval, usually during the summer meeting of the Board of Directors. The Treasurer-elect usually presents the budget to the Board of Directors.

Once the Board of Directors has approved the budget, it can be changed through amendment according to this policy and in accordance with the procedures set forth, subject to revision by the Finance Committee.

Amendments to the budget are usually proposed for three reasons:

- 1.** To increase or decrease income or expense budgets due to changes in the plans for those items. Amendments usually are not proposed in order to reflect a change in year-end projection.
- 2.** To establish new income or expense budgets due to changes in the annual Plan of Work of the IRgA.
- 3.** To correct budgeting errors, usually due to mathematical mistakes or omissions in assembling budgets.

In order to consider a budget amendment, the IRgA staff initiates the proposed budget amendment. The IRgA staff is responsible for preparing an explanation of the proposed budget, determining the financial implications and generally serving as the advocate for appeal.

The proposed budget amendment is considered by the Finance Committee. The Finance Committee generally reviews the proposed budget amendment in light of the current budget, year-to-date actual financial performance, considers the impact of the "5%" rule and the merits of the proposal before making a determination whether to send it to the Board/Executive Committee with a recommendation to approve or not to approve.

Following the review and decision of the Finance Committee, all proposed amendments go to the Board of Directors/Executive Committee, with a recommendation to approve or not to approve, for final action. Which group it goes to is determined by when the next meeting of the Board of Directors is scheduled to take place – if considered and acted upon by the Executive Committee.

Reserve Fund Policy

There shall be established out of the finances of the association a fund to be known as the "Reserve Fund," which shall be maintained at a minimum of \$350,000. Any deficiency in said fund shall be made good by appropriation from the regular income of the association. This fund shall be kept in long-term investments approved by the Board of Directors upon recommendation of the Finance Committee. Should the Reserve Fund, for any reason be below \$350,000, then the interest derived from these funds must remain part of these funds. Payments from this fund may be made by a two-thirds (2/3) vote of the Board of Directors.

Check and Credit Card Handling Policy

All checks shall be directed through the association lockbox. Checks received at headquarters shall be sent in a sealed envelope directly to the lockbox on the day of receipt. Credit card payments shall be sent for processing through accounting on the day of receipt. All live checks and credit card data shall be kept in a secured file until time of final processing. Final processing shall be done within two (2) weeks of receipt. The President or the Secretary/Treasurer shall sign or countersign all checks for payment of bills and charges over a level to be determined by the Executive Committee.

Check Signing Policy

All checks under \$5,000.00 can be signed by the Executive Director or an appointed Group Executive. Checks \$5,000.00 and above, and any checks to SmithBucklin and its subsidiaries, will require two signatures including either the Executive Director or Group Executive, and/or the President or Secretary/Treasurer.

Bill Payment Policy

The Secretary/Treasurer shall oversee payment of all bills authorized by the association, its Officers, its Board of Directors, or legally authorized committees after such bills have been approved by the person or persons authorized to make the expenditures and shall ensure maintenance of correct and complete records, accounts and files of all receipts and disbursements and other transactions in connection with the association's financial management.

Reporting

The Secretary/Treasurer shall furnish a report for of the financial condition of the association at any regular or special meeting when asked to do so by a Member in good standing. He/She shall present to the Board of Directors at each regular meeting a current report of the financial condition of the association. As a best practice, staff will send the financial statements (balance sheet, income statement, cash flow statement and fees schedule, along with an executive summary, to the Board of Directors and Audit Committee every month. The Investment Statements will be shared with the Board and Audit Committee on a quarterly basis (April, July, October and January) or upon request.

Finance Committee

There shall be a standing committee on finance consisting of the President, Vice President, Secretary/Treasurer, and such other Members as the President may deem advisable. The Finance Committee shall oversee preparation of an annual budget, which shall be presented to the Board of Directors at the summer board meeting and shall also make such recommendations regarding the finances of the association to the Board of Directors and members of the association as the committee may from time to time determine.

Convention & Trade Show Policies

Please refer to the Convention & Trade Show Policies which are included as an appendix to this document.

Hospitality and Meeting Rooms

Hospitality suites, meeting rooms or events (e.g., sponsored by exhibitors and affinity groups) must be requested and receive written approval from the IRgA no later than five (5) weeks prior to the event. No organized events may be scheduled that conflict with the IRgA's program, activity or exhibit hours. The IRgA has blocked suites and meeting rooms and they will be available on a first-come, first-serve basis. Firms that are not exhibiting are not permitted to receive hospitality or meeting rooms. Exhibitors are not allowed to hold product demonstrations and product launches in meeting rooms or hospitality suites. All products must remain on the Trade Show floor.

Sponsor Policy *(Updated by Vendor Relations Committee 05/2006)*

Vendors have first right of refusal in regard to their sponsorships. For vendors that have sponsored an item in the past, they will have the first right to sponsor that item the next year or to turn it down. A reasonable deadline date will be established as to when the vendors will need to respond. Thereafter, the sponsorship will be open to all vendors.

IRgA Speaker Policy

Industry Speakers: As an individual in the reprographics field, an industry speaker is expected to attend the Convention, regardless of his/her speaker status. Therefore, it is the policy of the IRgA *not* to reimburse industry speakers for travel, hotel, registration, and/or other expenses associated with participation at the IRgA Convention and Trade Show.

Non-Industry Speakers: All non-industry speakers are entitled to reimbursement of the following:

1. IRgA Convention & Trade Show Registration
2. Air Travel when booked directly with the IRgA's travel agent
3. If speaking one day, then hotel room and tax for one night, incidentals on own
4. If speaking two days, then hotel room and tax for two nights, incidentals on own
5. Ground transportation to and from the airport
6. Airport or hotel parking
7. Honorariums as determined by the IRgA Executive Director

* The IRgA Executive Director shall determine if a speaker is classified as an Industry Speaker or a Non-Industry Speaker.

* Generally, a Non-Industry Speaker derives revenue from the reprographic industry.

Registration Cancellation Policy

Cancellations must be received in writing on company letterhead or from a valid company issued email address by a date specified. Cancellations will be charged a \$100 cancellation fee. No refunds will be issued after the specified date.

General Operating Policies

Antitrust Policy

Please refer to the Antitrust Policy which is included as an appendix to this document.

Conflict of Interest Statement

Please refer to the Conflicts of Interest Policy and Disclosure Form which are included as an appendix to this document.

Email Discussion Forum Policy

Please refer to the Antitrust Policy which is included as an appendix to this document.

Policy on the Printing of Association Materials

Please refer to the Policy on the Printing of Association Materials which is included as an appendix to this document.

Sexual Harassment & Nondiscrimination Policy

Please refer to the Sexual Harassment Policy which is included as an appendix to this document.

Records Retention Policy

Please refer to the Records Retention Policy which is included as an appendix to this document.

Staffing

The Executive Director shall select executive office staff as necessary to conduct the work of the association. Executive office staff compensation and terms of employment shall be fixed by the Executive Director with the Board's approval, and in accordance with applicable laws and regulations.

Policy on Contracts

The Board of Directors shall authorize all contracts entered into on behalf of the association. The Board of Directors may authorize the Executive Director to sign contracts on its behalf through Board resolution. All proposed contracts shall be reviewed and approved by the Executive Director. For most contracts with third party contractors, it shall be the policy of the association to "bid" contracts not more than every three years. All contracts must be for expenses already approved within the current budget year. Exceptions must be approved by the Board of Directors.

Policy Regarding Bukovsky Award Recipients

Bukovsky Award recipients and their spouse/companion are considered to be the IRgA's guests for the convention, including registration, reasonable coach airfare, room, tax and expenses, for both the award recipient and his or her spouse/companion. Other members of the immediate family (including parents, grandparents, or children of the recipient and/or spouse) may attend the event only on a complimentary basis and must be registered to attend any other IRgA event (e.g., education sessions, trade show or other social functions). The Immediate Past President and/or Executive Director have discretion regarding unique instances and special requests.