

Policies and Procedures

# NSA Mountain West

## **I. Actions and Amendments**

Policies and Procedures are written rules made by the Board of Directors that serve as the operational supplement to the Chapter Bylaws. They can also be changed by the Board of Directors by a majority vote at a business meeting. A policy or procedure which would conflict with the Chapter Bylaws or the Association Bylaws may not be enacted.

## **II. Definition of a Chapter**

An NSA Chapter is defined as a geographically-based community of local speakers or NSA members, formally recognized by NSA, meeting locally to support advanced professional development, camaraderie and networking.

## **III. Maintaining Chapter Charter**

- A. NSA Mountain West will furnish bylaws to NSA headquarters to maintain the present charter.
- B. The Chapter will file a Chapter Affiliation Agreement with NSA, which defines among other things the Obligations of Chapter, Intellectual Property and Confidential Information, Relationship of Parties, and Revocation or Surrender of Charter.

## **IV. Annual Checklist for Record Keeping**

NSA Mountain West will ensure the following is performed/maintained on an annual basis for each Board of Directors.

- 1. List of current Officers/Board Members
- 2. Financial Policies
- 3. Member Roster (including name, phone number, email address)
- 4. Basic programming calendar for the next 12 months
- 5. Bylaws
- 6. An Antitrust Compliance Statement
- 7. Filed 990's
- 8. Evidence of annual report filing or Certificate of Existence

## **V. Incorporation and (optional) Chapter Director and Officer Insurance**

Any annual filing and fees required by the Department of State are the responsibility of the Chapter. NSA does require its affiliated Chapters to carry Director and Officer (D & O) or Association Professional Liability (APL) insurance. However, NSA encourages the Chapters to investigate D & O or APL insurance, which may provide certain liability protection for the chapter and its current and former directors and officers of the Chapter.

- A. NSA Mountain West will be incorporated with the State of Utah.

- B. NSA Mountain West will file the required annual filing and fees required by the Utah Department of State.
- C. NSA Mountain West has chosen to and will purchase Director and Officer (D &O) or APL Insurance for itself and its current and former directors and officers.

## **VI. Bylaw Amendments**

Chapter Bylaw amendments will be recorded with the State as legally required.

## **VII. Apparent Authority**

- A. The Chapter shall take all steps as may be necessary to avoid any direct or indirect concept or appearance that it has apparent or real authority, expressed or implied, to bind or otherwise obligate NSA in any way for any act or omission of the Chapter, its officers, directors, employees, agents and members. Chapter agreements shall contain a statement that the Chapter is an entity separate and distinct from NSA.
- B. It is the policy of NSA Mountain West that any communication or statement on behalf of the Chapter must be authorized by the Chapter President, Board or staff. No individual may make a statement on behalf of the Chapter without such authorization. No statements shall be made by Chapter leaders, either verbal or written, that conflict with the position or policy of the Chapter. Because those persons holding leadership positions in the Chapter may be perceived as having authority to speak on behalf of the Chapter, such persons shall, unless authorized to speak on behalf of the Chapter, begin any statement by indicating that the opinions they express are theirs personally and not those of the Chapter.

## **VIII. Social Media Policy**

The following are generally accepted guidelines that serve as NSA Mountain West's policy and shall be considered when using the Chapter's social media sites:

- A. Members should continue to follow the guidelines in the Ethics & Code of Conduct and Apparent Authority sections of this policy manual.
- B. The member is personally responsible for the content he or she posts. Members must post responsibly and should remember to protect their own privacy.
- C. Members must not publish any confidential or proprietary information on a social site.
- D. Members must not discuss other NSA members, clients, vendors or other partners without their approval and should link back to the original source whenever possible.
- E. Members must not post insults, obscenity, racial slurs or ethnic slurs. Members must be respectful when addressing sensitive subjects like religion and politics.
- F. Members must be aware of and respect copyright, fair use and financial disclosure laws.

- G. Members should post information to social media/the web to contribute to the knowledge pool. Whenever possible, post content that adds value to social friends and followers.

## **IX. Logos, Symbols and Intellectual Property**

- A. NSA Mountain West will incorporate the NSA logo into the Chapter logo design without altering the NSA logo.
- B. NSA Mountain West will comply with all policies, procedures and regulations as may be adopted from time to time by the compliance, membership procedures, and use of trademarks, copyright and other intellectual property that is owned by or claimed by NSA.
- C. Use of the national organization's distinctive membership logo is a benefit of professional membership; non-members may not use the logo. The Chapter will encourage only members in good standing to promote their membership in the organization and what it stands for by using the NSA logo on business cards, resumes and other such self-promotional items.
- D. The NSA Logo must consistently be used in the same format, proportioning, type font and appearance as it appears on the master logo from NSA Headquarters.
- E. Members must not place the NSA (and/or Chapter) logo(s) on their products.
- F. Questions about proper logo usage may be directed to the NSA Headquarters at 480.968.2552 or [memberservices@nsaspeaker.org](mailto:memberservices@nsaspeaker.org). NSA reserves the right to cancel or prohibit the use of its logo to any Chapter or member who violates logo usage policy. In the event legal action becomes necessary to enforce its trademark rights, NSA will be entitled to recover damages and attorney's fees from anyone who utilized its trademark in an unauthorized manner.

## **X. Meetings & Minutes**

### **A. EDUCATIONAL CHAPTER MEETINGS**

- 1. Meetings of the NSA Mountain West Chapter shall be open to Members of NSA in good standing, NSA Speaker Academy Members in good standing, (and guests or affiliates as determined by the Chapter).
- 2. Meetings of the NSA Mountain West shall be held at designated times documented on the website.
- 3. Non-members are eligible to visit ONE TIME per year at a non-special event with a sponsored visitor card. Following that, non-members will pay a meeting rate of \$55 and are eligible to attend up to 3 total with a free meeting and two paid meetings annually.
- 4. Meetings will not be held one week prior to, nor one week after, the NSA Influence or NSA Thrive.

## **B. ANNUAL BUSINESS MEETING/ELECTIONS**

1. An annual business meeting of the Chapter Membership for the election of officers and directors and for the transaction of other business relative to the affairs of this Chapter shall be held once each year at a time and place as designated by the Chapter Board.
2. The Chapter Secretary shall send notice of the annual meeting to each voting member of the Chapter in advance of the meeting as required by the law of the jurisdiction of the chapter's incorporation.

## **C. SPECIAL MEETINGS**

1. Special meetings may be held in accordance with the Bylaws.
2. The Secretary shall send notice to the voting Members of the Chapter as required by the law of the jurisdiction of the chapter's incorporation.

## **D. CHAPTER BOARD OF DIRECTORS MEETINGS**

1. **Discussion at meetings will be limited to published agenda topics unless the appropriate Chapter officer has approved additional topics.**
2. **The Chapter will operate in an environment of transparency and accountability. Accountability to any and all commitments by volunteers and staff is crucial.**
3. **Minutes:**
  - I. Minutes shall be recorded in writing for all meetings of the NSA Mountain West Board of Directors and Chapter membership, including Executive sessions. Minutes shall be recorded in a manner as to reflect the actions, motions and statements of the board, without recording superfluous discussions. These meetings will not be video recorded.
  - II. Minutes shall be distributed/made available to members of the NSA Mountain West Board of Directors in the case of Board meetings, and chapter members in the case of chapter meetings, within 30 days of the meeting. If any audio or video recording was inadvertently made of the meeting, it shall be destroyed upon approval of the minutes.
  - III. If distribution of the Minutes is by electronic means, or posted to the Chapter website, the file shall be in the format of a PDF to protect against unauthorized editing of a word processor document.
4. **Consent Agenda**
  - I. The President of NSA Mountain West, in consultation with the Board of Directors, may place items on a consent agenda, (for example committee or staff reports.) This requires that all reports be submitted in writing 5 days prior to the official Board meeting.

- II. By using a Consent Agenda, the Board agrees to the consideration of these items as a group under one motion.
- III. Consent items are those which usually do not require discussion or explanation prior to Board action, are non-controversial and/or similar in content, or are those items which have already been discussed and/or explained and do not require further discussion or explanation.
- IV. An individual Board member may remove items from the Consent Agenda by making a timely request of the President (prior to the vote on the Consent Agenda). The request does not require a second or a vote by the Board. Any items removed, will then be discussed and acted upon separately.

## 5. Executive Session

- I. Prior to calling an executive session of the Chapter Board of Directors (closed-door session without staff), a motion must be passed by the Board of Directors to identify topics to be discussed.
- II. Discussion will be framed by, and limited to, the topics identified in the approved motion.
- III. After the meeting, actions of the executive session shall be recorded in the official meeting minutes of the current or next immediate board meeting, summarizing what was discussed and any decisions made in the executive session.

## 6. Board Retreats

- I. Once a year the Board will hold a retreat for the Directors for the purpose of strategizing and planning Chapter activities and meetings for the coming year.
- II. The Chapter Board or President may also elect to have an additional annual Chapter Retreat which may include additional persons holding status with NSA Mountain West as invited by the Board or the President.

## XI. Conflict of Interest Policy, Self-Promotion, Member Privacy and Ethics & Code of Conduct

- A. The nondisclosure of "conflicting interest transactions" may give rise to individual liability on the part of Officers, Directors and members of the Committee and corporate liability on the part of the National Speakers Association Mountain West Chapter (NSAMW). Accordingly, the Board of Directors has adopted the following policy:

Each NSAMW Officer, Director and Committee member will disclose in writing to the Board of Directors all "conflicting interest transactions." A "conflicting interest transaction" means a contract, transaction, or other financial relationship between NSAMW and:

- 1) An Officer, Director or Committee member, or
- 2) A party related to the Officer, Director or Committee member, or

3) An Officer, Director or Committee member who is an officer or director or has a financial interest in another entity

For purposes of this disclosure, a party related to an NSAMW Officer, Director, or volunteer Committee member as a spouse, descendent, ancestor, sibling, the spouse or descendent of a sibling, an estate or trust in which the Officer, Director or Committee member or a party related to the Committee member has a beneficial interest, or an entity in which a party related to the Officer, Director or committee member is a director, officer, or has a financial interest. Consistent with this policy, at least annually, each Officer, Director and Committee member will certify in writing to the Board of Directors that he/she has provided written disclosure of all "conflicting interest transactions," or he/she is not subject to any "conflicting interest transactions." Thereafter, the Board of Directors will review each "conflicting interest transaction" so disclosed and, by affirmative vote of a majority of the disinterested Directors, will determine whether such transaction is appropriate. Should the "conflicting interest transaction" be determined to be appropriate, such determination will be deemed to constitute an authorization, approval or ratification of such transaction.

- B. Self-Promotion: NSA Mountain West shall require that all Presenters refrain from selling or promoting products and services during their presentations. The Chapter also maintains the policy that Members will not use the Chapter's website or social media sites to sell or promote their products and services (excluding the usage of the Chapter's Find a Speaker Directory).
- C. Member Privacy/Selling Contact Information: The Chapter maintains member privacy via a strict policy against the selling or distribution of member contact information to any external individual or organization.
- D. Ethics/Code of Conduct: NSA Mountain West adheres to the NSA Code of Ethics, which appears below. Violations of this Code are determined in accordance with NSA's bylaws, policies and procedures. Any disciplinary action will be binding and final upon the NSA member and without recourse to the Association, its officers, members or staff.

**Article 1. Representation:** The NSA member has an obligation to oneself and to NSA to represent oneself truthfully, professionally and in a non-misleading manner. The NSA member shall be honest and accurate in presenting qualifications and experience in the member's communication with others.

**Article 2. Professionalism:** The NSA member shall act, operate his/her business, and speak in a most professional and ethical manner so as neither to offend nor bring discredit to oneself, the speaking profession or one's fellow NSA members.

**Article 3. Research:** The NSA member shall exert efforts to understand each client's organization, approaches, goals and culture in advance of a presentation, in order to professionally apply one's expertise to meet each client's needs.

**Article 4. Intellectual Property:** The NSA member shall avoid using—either orally or in writing—materials, titles or thematic creations originated by others unless approved in writing by the originator.

**Article 5. Respect & Collegiality:** The NSA member shall maintain a collegial relationship with fellow members based on respect, professional courtesy, dignity and the highest ethical standards.

**Article 6. Confidentiality:** The NSA member shall maintain and respect the confidentiality of business or personal affairs of clients, agents and other speakers.

**Article 7. Business Practices:** The NSA member is obligated to maintain a high level of ethical standards and practices in order to assist in protecting the public against fraud or any unfair practice in the speaking profession and shall attempt to eliminate from the profession all practices that could bring discredit to the speaking profession.

**Article 8. Diversity:** The NSA member shall not participate in any agreement or activity that would limit or deny access to the marketplace to any other speaker, to a client, or to the public. This shall include but not be limited to economic factors, race, ethnicity, creed, color, sex, age, sexual orientation, disability, religion, or country of national origin of any party.

## **XII. Sexual Harassment & Diversity/Inclusion**

- A. NSA Mountain West is committed to providing an environment that is free from discrimination and unlawful harassment in any form. In keeping with this commitment, we maintain a strict policy prohibiting any kind of unlawful harassment or discrimination, including racial, sexual, ethnic, handicap, age, or religious harassment. NSA's policy specifically prohibits sexual harassment by or against any member, officer, director, staff, volunteer or any other person engaged in any official NSA activity, including, but not limited to, meetings, events, education programs, committee activities, social events, and day-to-day operations.
- B. Sexual harassment (both overt and subtle) is a form of member and/or employee misconduct that is demeaning to another person, undermines the integrity of the organization, creates a hostile or offensive organization working environment, and is strictly prohibited. Sexual Harassment includes:
1. Quid pro quo sexual harassment where opportunities are conferred based on the granting of a sexual favor.
  2. The creation of a hostile environment to the extent that a member or NSA Academy candidate feels coerced or intimidated.
  3. Words or actions are considered unlawful sexual harassment if, among other things, they are (1) sexual in nature, and (2) unwelcome.
- C. Any member or employee who becomes aware of possible sexual or other unlawful harassment or wants to report an incident of sexual or other unlawful harassment should promptly report the matter to the President or Legal Counsel who will handle the matter in a timely and confidential manner. Members and employees can raise concerns and make reports without fear of reprisal or retaliation. Anyone engaging in sexual or unlawful harassment will be subject to disciplinary action, up to and including termination.

- D. NSA Mountain West is committed to providing an environment of diversity and inclusivity among the membership, leadership and staff.
- E. In principle and in practice, the Chapter values and seeks diverse and inclusive participation within the field of Professional Speaking.
- F. NSA Mountain West promotes involvement and access to leadership opportunities to all members regardless of race, ethnicity, gender, religion, age, sexual orientation, nationality, or disability.

### **XIII. Finance/Taxes**

#### **A. Chapter Credit Card/Monies**

Any credit card/monies provided by NSA Mountain West for business use by a member or staff is for association business use only. Members/staff may not, under any circumstance, use the credit card/monies for personal purchases nor for guaranteeing any type of personal reservations (hotel, rental cars, etc.) nor for any other non-chapter-related business use.

- 1. For all business purchases made, a receipt must be acquired from the seller.
- 2. The monthly statements for credit card accounts must be mailed to the NSA Mountain West Chapter, Attention: Admin.
- 3. Any personal use of the chapter business credit card/monies will constitute an ethics violation and will be filed with the national NSA Board of Directors Ethics Committee (or may be grounds for termination in the case of a staff member).

#### **B. Expenditures**

##### 1. Liabilities

- I. The Chapter Board shall not assume liabilities on behalf of the Chapter for an amount in excess of the current funds of the Chapter.
- II. The Chapter shall never pay, assume or become responsible for the personal or unapproved debts or liabilities of any individual Member, Officer or Director of the Chapter.

##### 2. Charitable Contributions

- I. The Chapter Board may, from time to time, and as funds allow, allocate up to \$500 in Chapter funds to be donated to a charitable cause. Such charitable causes will be determined by the Board.

#### **C. Refunds**

1. Any member resigning from membership shall not be entitled to any refund of dues or other fees. The resigning member remains obligated to pay any outstanding indebtedness to the Association up to the date of resignation. Upon resignation, a resigning individual shall have no rights or claim against the Association after the end of the period for which they have already paid dues.
2. Any allowable refunds (for example: Chapter meeting registration fees) will be paid via a check drawn on the Chapter's bank account.

#### **D. Financial Records**

1. The NSA Mountain West Chapter will have an independent bank account with a minimum of two (2) signers.
2. The Chapter will reconcile bank statements to accounts monthly.
3. The Chapter Board of Directors will appoint a qualified person not serving on the Board of Directors to review the financial records and statements according to the Chapter bylaws. This person ('qualified reviewer') does not need to be a CPA but must be able to read and understand basic financial statements. The 'qualified reviewer' may not have served on the Board of Directors during the year being reviewed.
4. The 'qualified reviewer' shall carry out the following procedures within 60 days of the end of the Chapter fiscal year:
  - I. Meet with the Treasurer and staff (whoever maintains the books, writes checks, reconciles bank statements and carries out other accounting duties)
  - II. Select the financial statements from the final month of the Chapter's fiscal year and randomly select one other month
    - A. Review the bank reconciliation and the bank statement and verify that the cash balance reconciles
    - B. Select at least 3 expense checks from each month and review the invoice, documentation and evidence of approval (This could be an email from the President or Treasurer or it could be a routine expenditure approved by the Board in the annual budget. If relying on approval in the annual budget, review the meeting minutes where the Board approved the budget.)
  - III. Review the finance policy and interview the Treasurer to determine who can sign checks, has access to funds, or can move money by phone or online.
  - IV. Compare them to the Chapter policies and procedures to be sure it is in alignment.

V. For year-end

- a. Compare the final revenue and expense totals to the budget and investigate any significant differences.
- b. Compare member dues to [the number of members listed on the Chapter membership list] times [the annual dues] to test for accuracy.
- c. Review documentation for any large expenses or any related-party transactions (payment to any member, etc.)
- d. Compare the previous year-end financial statement and investigate major differences.
- e. Document your work (a checklist along with any recommendations) and include the result in a written letter to the Board and as an attachment to the Minutes of the Board meeting to which it is presented. In the written report recommend needed changes to the Chapter Board of Directors if unable to complete the above procedures due to:
  - A. Inadequate information in bylaws.
  - B. Inadequate or no Chapter finance policy.
  - C. Incomplete financial statements.
  - D. Inadequate or no annual budget.
  - E. Tax Form 990

As a 501c6 organization, the Chapter will file the IRS Form 990 annually in accordance with United States law.

F. Record Keeping

NSA Mountain West shall keep the following records recommended by NSA for tax purposes (retention time):

1. Bank statements (Indefinitely)
2. A book of minutes and modifications to this policy (Indefinitely)
3. Canceled checks (Seven years)
4. IRS exemption letter (Indefinitely)
5. Articles of Incorporation (Indefinitely)
6. Supporting data for income and expenses (Seven years)
7. Contracts, leases, etc. (Ten years)
8. Copies of the Chapter's filing Form 990 (Indefinitely)

#### **XIV. Leadership Travel and Expenses**

NSA Mountain West may subsidize up to \$2,000 for 2 of the chapter's leadership team officers, during the year.

Expenses that qualify include:

- President Elect attending the Chapter Leadership Institute Training held during Thursday/Saturday the week prior to Thanksgiving week.
- Registration to the NSA Influence and Thrive is covered for the President and President Elect. Airfare, hotel, and other expenses are not included.

#### **XV. Administrative/Officers/Committees**

- A. The Board of Directors shall be made up of people with a variety of skills and expertise, community connections, occupations, ages and backgrounds. Board members should have the time, commitment, interest and ability to work together.
- B. Any member of the NSA Mountain West in a position of leadership, holding a position on the Board of Directors, or serving on a committee, who feels he/she is unable to support the policies of the Chapter, should tender a resignation as a volunteer leader.
- C. The Chapter Board of Directors will meet a minimum of once a quarter.
- D. In addition to elected officers, the Chapter may have a Chapter Administrator or an Executive Director, as defined in the Chapter Bylaws.
- E. In addition to the duties outlined in the Chapter Bylaws, the responsibilities and terms of office for the NSA Mountain West elected Officers are as follows:
  1. All Board members are expected to:
    - i. Attend at least [6] programs and [3] board meetings/conference calls during their term of office.
    - ii. Invite prospective members to be a one-time free guest at a monthly program.
    - iii. Submit and manage their income and expense portions of the Chapter budget.
    - iv. Forward the names and addresses of leads to the [Chapter Communications Chair].
    - v. Identify and develop the leadership of Chapter volunteers for succession planning.
    - vi. Implement the action steps identified in the strategic plan and any other responsibilities agreed upon by the Board.
    - vii. Submit NSA Mountain West status/activity reports to the Board
    - viii. Represent the best interest of the Chapter and the speaking industry at all times in accord with the Bylaws, policies, Code of Ethics and ongoing requirements of NSA.
  2. President:
    - I. Provide leadership to the Board of Directors.

- II. Serve as the Chief Executive Officer and Business Manager of the Chapter subject to the direction of the board of Directors.
  - III. The President shall preside over all meetings of the Board of Directors and perform other duties that are necessarily incident to the office of President or as may be specified by the Board of Directors.
  - IV. The President must be a National Member of the NSA.
3. President-Elect:
- I. Perform duties of the President in the absence of the President or at the President's request.
  - II. Attend Chapter Leadership Institute in November [and present a Leadership Action Plan of Ideas to the Board].
  - III. The President-Elect must be a National Member of the NSA.
4. Vice President:
- I. The Vice President may be designated to perform the President- Elect's duties in the event of the President-Elect's temporary disability or absence from meetings, and shall perform such other duties as may be specified by the President or the Board of Directors.
  - II. Preside over the [Programming/Communications/Marketing/ Membership Committee(s)].
5. Treasurer:
- I. Responsible for ensuring the integrity of the fiscal affairs of the Chapter.
  - II. Maintain accurate financial records and reconcile monthly bank statements.
  - III. Manage all financial aspects of the Chapter's business (i.e. revenues from membership dues, program fees, special project revenue and all expenses).
  - IV. Provide monthly financial reports (i.e. Balance Sheet, Income Statement, Budget Variance) at Board meetings or when called upon by the President.
6. Secretary:
- I. Back up the Chapter Administrator by taking meeting minutes if the administrator is absent.
  - II. Record and maintain permanent records of the business of the Board and Chapter except for financial records.
  - III. Help the President communicate with the Board pertinent information, such as Bylaws, Board Books, and meeting minutes and announcements.
  - IV. Preserve a historical archive of the Board documents having legal implications.
7. Immediate Past President:
- I. Serve as the Executive Advisor to the President.
  - II. Support other board members and committee chair members.
  - III. Coordinate the succession planning with the Nominating Committee.
- F. Committees:
1. The Chapter shall have a Nominating Committee, and the Chapter Board of Directors may appoint such other standing or special committees, subcommittees, councils or task forces ("committees") as may be required to carry out the Chapter's business.

2. Each committee and council will abide by the rules and direction adopted by the Chapter Board of Directors and as per the Chapter Bylaws.

#### Elections & Nominations

- A. Chapter elections will be conducted during the Chapter's annual meeting according to the Chapter Bylaws.
- B. Chapter Board and Officer Nominations Committee – The Immediate Past President shall chair a Committee of no fewer than three members that will submit a slate of nominees for the offices of director to be voted upon via secure ballot by the members of the Chapter and will submit a slate for the office of Vice President to be voted upon at the annual meeting of the Chapter Board. If a slate of two nominees for Vice President is submitted, the nominee who receives a majority vote will be elected.
- C. Officer vacancies, removals, and terms of office shall be defined as per the Chapter bylaws.

#### **XVI. Volunteers**

NSA Mountain West is fortunate to have a cadre of volunteers willing to generously donate their time and talent in support of the Chapter. Volunteers will be trained by the Chair of the committee for which they are performing projects and services.

Volunteers may be asked to sign confidentiality agreements in order to participate in specific committees where they have access to confidential information.

#### **XVII. NSA Mountain West Awards**

Member of the year, Loveless Award, Last Story Standing Champion

- A. Loveless Award
  1. The nomination forms for the Loveless Award are to be reviewed with no general discussion.
  2. Requirements necessary to qualify for nomination are:
    - I. Must be a [Member] of NSA in good standing for a minimum of 2 years.
    - II. Must be an individual whose qualities, in the opinion of the nominator, most closely resemble those specified in the description of the ideal Loveless Award recipient.
    - III. Must be a person who freely contributes his/her time and talent to NSA without concern for personal gain.
    - IV. Cannot be a compensated employee or a supplier of goods or services to the Association within the last twelve months.
    - V. Cannot be a current member of NSA Mountain West's Executive Team.
  3. Nomination form must be signed by a member in good standing of the national organization.
  4. All nominees will be reduced to a slate of no more than five (5) and no fewer than two (2) by the past Loveless Award winners/Chapter Board of Directors.

5. The previous Loveless Award winner will introduce, by way of background and qualifications, the new Loveless Award winner at the designated meeting. In the event of their unavailability, the next most recent Loveless Award winner will present.
  6. In the event of a tie in the final voting for the Loveless Award recipient, the current year's Loveless Award selection committee chair will bring forward a vote from the entire Loveless Award selection committee to determine the Loveless Award recipient. This vote will be taken via written ballot at the time final nominations are made. Only the Chair of the Selection Committee and the [perhaps select an elected Board Member, i.e. President-Elect, Treasurer, etc.] will count the ballots. The final vote will remain sealed unless it is needed.
- B. Member of the year
1. The member of the year will be determined by two factors:
    - I. The active member that is responsible for the most new members joining during the year.
    - II. The number of events, including national events, that the active member attends.
- C. Last Story Standing Champion
- This competition will be administered following the National Rules and Regulations to ensure our winner is eligible for the Regional and National competitions.
1. The NSA Mountain West Story competition will be held in February of each year in place of the standard location.
  2. Up to 10 storytellers will compete for the title
  3. A judging panel will decide on a 1st, 2nd and 3rd place winner.
  4. The winning storyteller will receive 1 (one) paid influence ticket.
  5. In the event the winner will not use the influence ticket, 2nd or 3rd place winners will be eligible.

## **XVIII. NSA Mountain West Chapter Antitrust Compliance Policy**

The National Speakers Association (NSA) is subject to the antitrust laws of the United States, as are most professional societies. Antitrust laws promote competition and prohibit unlawful restraint of trade. These laws are vigorously enforced to keep companies from engaging in anti-competitive practices. Any discussion among competitors of prices, terms and conditions of sale, allocation of markets or customers, joint refusals to deal, costs of doing business, or future business plans could be interpreted as signaling or a tacit agreement leading to illegal collusion. This is serious criminal conduct that could result in substantial fines and jail sentences, as well as treble damages in civil lawsuits.

NSA, therefore, recognizes the need to be constantly vigilant to prevent actions that could result in an illegal "restraint of trade or commerce." Any failure on the part of NSA to comply strictly with the antitrust laws could result in severe penalties. The laws of the United States that define the antitrust liabilities of professional societies are the Sherman Act, the Clayton Act, the Robinson-Patman Act and the Federal Trade Commission Act.

NSA strictly adheres to these antitrust laws. Each member and participant in the activities of NSA bears a serious responsibility at all times to comply with the laws, both at formal meetings and in informal discussions. Think before you speak (or write); always consider how your remarks could be interpreted,

in and out of context. Avoid creating or participating in any situation which could be misinterpreted as noncompliance. And finally, consult legal counsel whenever any uncertainty arises.

The following basic principles are endorsed by NSA's Board of Directors as a guide for all members of the Association and its Chapters.

1. The NSA and its members shall make every effort to ensure that all of their actions comply with both the letter and spirit of the antitrust laws of the United States.
2. The NSA shall not indulge in, or sanction, any discussion of current or future fees or prices for public speaking. NSA meetings and publications will never be a forum for the exchange of information that could lead to the establishment of cooperative arrangements or activities in violation of the antitrust laws.
3. No NSA activity or communication shall include any discussion of pricing methods, terms or conditions of sale, allocation of territories or customers, joint refusals to deal with suppliers or customers, profit levels, wage rates, solicitation of others' employees, restricting lawful advertising, or other aspects of competition.
4. The NSA shall conduct all statistical and information exchange program functions on a voluntary basis, and all data collected from individuals shall be treated confidentially and in accordance with the antitrust laws.
5. The NSA shall never enter into or sanction any agreement that tends to restrict competition between members or within the profession generally.
6. No NSA activity or communication shall include any discussion that might be construed as an attempt to: (i) prevent any business entity from gaining access to any market or customer for its products and services, (ii) prevent any business entity from obtaining products and services freely in the market through competition.
7. Meetings will be conducted according to these procedures:
  - a. Written agendas will be prepared in advance. Agendas will not include any subjects that are identified in this Policy as improper for consideration or discussion.
  - b. Meeting handouts and presentations should, whenever feasible, be reviewed in advance of meetings.
  - c. Meetings should follow the written agenda and not depart from the agenda except for legitimate reasons, which should be recorded in the minutes. Informal or "off the record" discussions of business topics are not permitted at meetings or other activities of the association.
  - d. Accurate and complete minutes should be prepared. The minutes should include the time and place of the meeting, a list of all individuals present and their affiliations, a statement of

all matters discussed and actions taken with a summary of the reasons therefore, and a record of any votes taken.

8. All members and participants in NSA and NSAMW Chapter activities are expected to observe the foregoing rules both at formal meetings and in informal discussions, whether in conjunction with NSA meetings or otherwise.

The National Speakers Association and its members subscribe to the basic philosophy that free trade and the interaction of competitive forces yield the best allocation of economic resources, the lowest cost to clients, the highest quality and the greatest progress. NSA's policy on antitrust reaffirms its commitment to conduct the Association's affairs in a manner conducive to the attainment of those goals.

The Board of Directors of the NSAMW Chapter has reviewed the Antitrust Compliance Policy of the National Speakers Association. The Board agreed to comply with this NSA policy.