



## *American Institute of Parliamentarians Policy*

### **I. Object and Purpose**

1.00 The general purpose of the American Institute of Parliamentarians is to work for the improvement of parliamentary procedure to the end that decisions are made by parliamentary means rather than by violence or by dictatorial actions, and that mankind will learn to live in peace through effective implementation of sound democratic principles as set forth in the AIP Action Program

1.01 The association is organized as a not-for-profit corporation within the meaning of 501 (c)(3) of the Internal Revenue Code, and shall be exclusively for educational, scientific, literary, and professional purposes of studying, teaching, promoting, and disseminating the use of parliamentary principles.

### **II. Equal Opportunity Policy**

It is the policy of the American Institute of Parliamentarians (AIP) to provide equal opportunity for all members without regard to race, color, religion, age, gender, national origin, disability, or any other legally protected category or status.

### **III. Whistleblower Policy**

1.00 The American Institute of Parliamentarians (AIP) Whistleblower Policy encourages staff and volunteers to come forward with credible information on matters that appear to be improper that might be illegal practices, or serious violations of adopted policies of the organization, or matters that might implicate civil liability. It specifies that the organization will protect the person from retaliation; and it identifies where such information can be reported.

1.01 Encouragement of reporting: AIP encourages complaints, reports, or inquiries about matters that appear to be improper that might be illegal practices or serious violations of policies, including illegal or improper conduct, or matters that might implicate civil liability, by the board itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which AIP has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via established procedures, unless those procedures or the individuals involved are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

1.02 Protection from retaliation: Whistleblowers will not face civil liability and AIP prohibits retaliation, by or on behalf of the board, 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 or which lack proof. AIP reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports, or inquiries or who otherwise abuse this policy.

1.03 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 bases for the complaints, reports, or inquiries. They should be directed to the AIP President. If the president is implicated in the complaint, report, or inquiry, it should be directed to any officer. AIP will conduct a prompt, discreet, and objective review or investigation, as warranted, but may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

#### **IV. Conflict of Interest Policy**

1.00 Each member of the Board of Directors, officers, and key chairmen are required annually to sign a conflict of interest statement prior to active participation which includes disclosure of any potential conflicts of interest. He or she must disclose any conflicts of interest regarding any matters under consideration or vote by the board and may not participate in discussions or votes on matters where he or she has a conflict of interest. The member shall immediately provide information if a conflict of interest arises throughout the term. (See attached form)

#### **V. AIP Property**

1.00 Materials issued to members for a variety of reasons, including member information, files, operating files, training manuals, or confidential information shall be maintained and utilized only in connection with the association's business and service activities.

1.01 The organization will make its governing document, including its IRS form 990 and conflict of interest policy, available to the public upon request. This request may come via e-mail, fax, or postal mail and will be fulfilled within three working days of receipt. Effective with the filing of the IRS Form 990 for the fiscal 2008 fiscal year, the draft 990 will be posted on the board of directors' Web site for review and comment prior to submission. There shall be a thirty-day review period following posting of the document in the directors section of the AIP Website.

#### **VI. DOCUMENT RETENTION AND DESTRUCTION POLICY**

1.00 The American Institute of Parliamentarians (AIP) is committed to effective record retention to meet legal standards, minimize the cost of record retention, optimize the use of space, and ensure that outdated and useless records are destroyed. This policy applies to all records, whether maintained in hard (paper) copy, electronically, or in some other fashion. These guidelines pertain to all records generated by the Board of Directors, Committee meetings, employees and staff of AIP.

2.00 This Policy specifies how important documents (hard copy, online or other media) should be retained, protected, and eligible for destruction. The Policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

## 2.01 Retention and Maintenance of Records

2.01.01 AIP requires that different types of records be retained for specific periods of time in accordance with Federal and State record retention mandates.

An effective record retention program needs to specify:

1. What to save
2. Who will save it
3. Where to save it
4. How long to save it; and
5. How to destroy it.

Adherence to these guidelines allows AIP to

1. Meet legal standards for protection, storage, and retrieval;
2. Optimize space;
3. Minimize cost;
4. Protect the privacy of Board members, Officers, Committee Members and staff,
5. Preserve AIP history.

2.01.02 Any record that is relevant to pending or anticipated litigation, or that pertains to a claim, audit, agency charge, investigation or enforcement action, shall be retained at least until final resolution of the action. If faced with litigation, or anticipated or threatened litigation, an office's normal document destruction policy needs to be able to be temporarily suspended.

## 2.02 Disposal and Destruction of Records

2.02.01 Documents should be retained as long as they are needed for business reasons and for the full duration of the legal retention period. If it is appropriate to dispose of any records, they should be destroyed by:

1. Shredding or otherwise destroying in a manner that will prevent access to confidential paper information;
2. Securely erasing or destroying electronically stored data including any associated metadata; or
3. Recycling non-confidential paper records.

## 3.00 Document Retention Schedule

3.01 The following types of documents will be retained for the listed periods of time. At least one copy of each document will be retained according to the following schedule.

### 3.01.01 Corporate Records

Articles of Incorporation to apply for corporate status and all amendments	Permanent
IRS Form 1023 to file for exempt status	Permanent
IRS Letter of Determination	Permanent
Bylaws and all revisions	Permanent

Board policies	Permanent
Resolutions	Permanent
Board, Executive Committee, Annual Session, and Special Session Minutes	Permanent
Sales tax exemption documents	Permanent
Tax or employee identification number designation	Permanent
Annual corporate filings	Permanent

### 3.01.02 Financial Records

Fiscal Policies and Procedures	Permanent
Audit Reports	Permanent
Year-end Financial Statements	Permanent
General Ledger	Permanent
Accounts payable ledgers and schedules	7 years
Accounts receivable ledgers	7 years
Check register/books	7 years
Business expense documents	7 years
Bank reconciliations	2 years
Bank statements	7 years
Bank deposit slips	7 years
Cancelled checks	7 years
Invoices	7 years
Payroll records and summaries	7 years
Timesheets	7 years
Investment records (deposits, earnings, withdrawals)	7 years
Property/asset inventories	7 years
Depreciation schedules	Permanent
Petty cash receipts/documents	7 years
Credit card slips	7 years

### 3.01.03 Tax Records

Annual tax filing (990)	Permanent
Filings of fees paid to professionals (1099s)	7 years
Payroll tax withholdings	7 years
Earning records	7 years
Payroll tax returns	7 years
W-2 statements	7 years

### 3.01.04 Personnel Records

Benefits descriptions per employee	Permanent
Pension records	Permanent
Personnel files (after termination)	7 years
Workers' Compensation records	5 years
Salary ranges per job description	5 years
I-9 Forms	7 years after termination

### 3.01.05 Insurance Records

Property Insurance policy	Permanent
Director and Officers' Liability Insurance policy	Permanent
Workers' Compensation Insurance policy	Permanent
General Liability Insurance policy	Permanent
Insurance Claims applications	Permanent
Insurance disbursements / denials	Permanent

### 3.01.06 Contracts

All insurance contracts	Permanent
Employee contracts (from expiry)	7 years
Construction contracts (from expiry)	7 years
Legal correspondence	Permanent
Loancontracts (from expiry)	7 years
Mortgages	Permanent
Leases (from expiry)	7 years
Deeds	Permanent
Vendor contracts (from expiry)	7 years
General correspondence	2 years
Warranties	Life of warranty plus 1 year
Patents and related papers	Permanent
Trademark registrations and copyrights	Permanent

### 3.01.07 Donations and Donor Records

Grant dispersal contract	Permanent
Donor instructions regarding restrictions	Permanent
Wills, trust documents and contracts	Permanent
Donor lists	7 years
Approved Grant applications	7 years
Donation acknowledgements	7 years

### 3.01.08 Management Plans and Procedures

Strategic Plans	7 years
Staffing, programs, marketing, finance, fundraising and evaluation plans	7 years
Vendor contacts	7 years
Disaster Recovery Plan	7 years

### 3.01.09 Operational Documents

Construction documents	Permanent
Statistical data	Current calendar plus 1 year
Construction grant files (approved)	10 years
Construction grant files (final plans)	6 years
Construction grant files (withdrawn or denied)	6 years
Construction grant files	3 years
Acquisition files	Continuously updated

#### 4.00 Provision of Documentation for Investigations or Litigation

4.01 Documents requested and subpoenaed by legally authorized personnel will be provided within five business days. The President of the Board will authorize provision. No documents will be concealed, altered or destroyed with the intent to obstruct the investigation or litigation.

4.02 Notwithstanding the above retention schedule, documents relevant to possible or actual litigation will be preserved from the time that the possibility of litigation arises, as determined by the President, or actual notice of such litigation if no prior litigation hold had been communicated by the President. A litigation hold pursuant to this provision shall be communicated in writing to AIP's retained management staff and all AIP volunteer leaders who might be in possession of documentation relevant to such possible litigation.

4.03 If, on good cause, the President believes a document is historically significant or is of lasting administrative value, the President is authorized to initiate the retention of such record for a specified period of time or indefinitely. The President shall make this determination in writing, stating the reason for the retention, and the writing shall be stored in conjunction with the document to be retained.

4.04 Section 802 of the Sarbanes-Oxley Act makes it a crime to knowingly alter, destroy, conceal or falsify any record or document with intent to impede, obstruct, or influence a federal investigation or the administration of any other federal matter.

#### **VII. Audit Policy**

The Finance Committee shall include the AIP Treasurer and at least two additional members. The board shall assume oversight of the selection of the audit committee, an accountant, or in-house committee to provide an annual compilation, review, or audit of the organization's financial statements.



*American Institute of Parliamentarians  
Conflict of Interest Statement*

I, \_\_\_\_\_, as a member of the American Institute of Parliamentarians Board of Directors, understand the need for transparency in all actions taken by board members.

Any item of business that may come before the AIP Board of Directors for which I may have a material conflict of interest, either directly or indirectly, shall be revealed at the time the item is addressed and I will not participate in discussions or votes on such matters pursuant to Illinois Code 805, 108.60

(c) The presence of the director, who is directly or indirectly a party to the transaction described in subsection (a), or a director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the board of directors or a committee of the board takes action on the transaction.

(d) "For purposes of this Section, a director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director or general partner."

The conflict of interest and the fact that I did not participate in either discussion or vote will be stated in the minutes of said meeting.

\_\_\_\_\_ Dated: \_\_\_\_\_  
Board of Directors Member