

NATIONAL SCENIC BYWAY FOUNDATION

POLICY AND PROCEDURES MANUAL

January 6, 2022

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TOLL NUMBER FOR CONFERENCE CALLS

Toll Call-in Number is: 1-605-313-4838

Access Code is: 728222#

CALENDAR OF BOARD AND STANDING COMMITTEE MEETINGS

Board of Directors – 2nd Thursday of month at 3:00 ET, 2:00 CT, 1:00 MT, 12:00 PT

Executive Committee – 1st Thursday of month at 3:00 ET. Meetings are called.

Communications Committee – 2nd Tuesday at 4:00 ET

Development Committee – 4th Thursday at 3:00 ET

Education Committee – 3rd Thursday at 2:00 ET

Membership Committee – 3rd Tuesday at 2:00 ET

Nominating Committee – Meetings are called

Note: Committee meetings are subject to change

RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

The Executive Director has day-to-day responsibility for the organization including carrying out the organization's goals and policies. The Executive Director shall attend meetings of the Board of Directors, report on the progress of the organization, answer questions on behalf of the Foundation posed by the Board and carry out the duties designated by the Board. Upon approval of the Board, additional staff may be appointed by the Executive Director (per Bylaws Article VII).

EXECUTIVE DIRECTOR'S CONTRACT

The Executive Director is the Chief Executive Officer of the National Scenic Byway Foundation. The Executive Director reports to the Board of Directors and is responsible for the organization's consistent achievement of its mission and financial objectives.

The Executive Director position is filled by contract with Sharon Strouse, Millersburg, Ohio. Payment is based on contract provisions. Travel and office operations may be reimbursed in accordance with the budget. The contract shown below, is subject to annual renewal.

National Scenic Byways Foundation (12-17-20, Extended 1-6-22)

Contract for Professional Services
Executive Director

Parties to the Contract: The parties to this contract are the President, representing the Board of Directors of the National Scenic Byway Foundation located at 7501 Whitehill Lane, Millersburg, Ohio 44654-9270 and Sharon Strouse, located at 8955 County Road 393, Millersburg, Ohio 44654-9777.

Scope of Services: The services to be provided are outlined in the National Scenic Byway Foundation (NSBF) Committee and Planning Manual, under the title, Executive Director Job Description. The Job Description also appears on the next page as part of this contract.

Pay: The Executive Director shall be paid by invoice in installments the first week of March, June, September and December. Compensation shall be \$6,000 base plus 20% of memberships, sponsorships and undesignated donations in accordance with the 2021 budget with a cap of \$5,000 subject to increase by Board approval.

Reimbursement of Expenses: Beyond reimbursement funds approved and provided by NSBF for travel, telephone or computer equipment and office supplies, additional expenses may be reimbursed by funds set aside by the Heritage Leader Foundation. Any miscellaneous reimbursement of expenses approved by NSBF and incurred by the Executive Director will be due upon receipt of invoice.

Quarterly Reports: The Executive Director will provide a quarterly update and a quarterly budget report at the Board of Directors meeting in March, June, September, and December.

Contract Term:

The one-year contract shall extend the calendar year beginning January 1 through December 31, 2021. This is a one-year, automatically renewable contract. This continuation takes into consideration that both parties are satisfied with performance. Any changes in services and associated fees in subsequent contracts shall be mutually agreed upon.

This contract can be terminated with sixty (60) days written notice in writing by either party.

 Christopher M. Sieverdes, President, National Scenic Byway Foundation

 Date

 Sharon Strouse, Executive Director, National Scenic Byway Foundation

 Date

National Scenic Byway Foundation Executive Director Job Description

The Executive Director is the Chief Executive Officer of the National Scenic Byway Foundation, reporting to the Board of Directors. The Executive Director is responsible for the organization's consistent achievement of its mission, and has the following responsibilities:

- I. Administration
 - a. Provide leadership to carry out the policies and goals of NSBF and has the authority to sign and engage contracts authorized by the Board.
 - b. Prepare the packet for the Board of Directors' monthly meetings.
 - c. Provide the Board of Directors with a monthly status report of the organization.
 - d. Serve as an Ex-Officio, non-voting member of the Board of Directors and all committees and teams.
 - e. Maintain electronic NSBF records and plans in two locations for safety.

- II. Financial and Fiduciary Responsibility
 - a. Serve as the chief financial officer of NSBF.
 - b. Use nonprofit organization (501c3) industry standards regarding sound fiscal and reporting practices.
 - c. Prepare the annual budget proposal in concert with the Treasurer and the Executive Committee for approval by the Board of Directors.
 - d. Sign and oversee contracted services and maintain transparency of contracts.
 - e. Follow protocols of handing money in accordance with the NSBF Manuals.

- III. Outreach, Communications and Education
 - a. Serve as the ambassador for NSBF and advocate for the Byways program.
 - b. Ensure that effective communication and engagement occurs among all board members, committees, teams, staff, constituents, partners and members.
 - c. Ensure that communications received via mail, email and telephone are given prompt responses.
 - d. Ensure that the NSBF Newsletter, the website, and social media are effective means of communication.
 - e. Maintain resources to educate about byways and the byways program.
 - f. Educate about byways and the byways program upon request and for NSBF programs such as Byway Leader Training and the State Byway Coordinator Orientation Training.

- IV. Membership
 - a. Conduct the annual membership solicitation campaign.
 - b. Encourage program sponsorships and donations and acknowledge each.
 - c. Maintain correspondence with current members (and past members) on a regular basis throughout the membership year.
 - d. Facilitate the Awards program designed for current members.
 - e. Maintain and communicate the current member, sponsor and donor lists.

- V. Personnel and Human Resources
 - a. Follow guidelines set forth in the three NSBF manuals.
 - b. Complete annual performance reviews for all staff members.
 - c. Participate in an annual performance review.
 - d. Ensure full participation of all board, committee and team members.

NSBF CONTRACTS AND ARRANGEMENTS

All contracts, state reports and annual IRS non-profit documents are on file at the National Office.

Salesforce – Customer relationship management software.

Mailchimp – Email-based communication system.

WordPress – Website management system used to install and manage information.

Park National Bank – The banking system used by NSBF.

Tourism Currents – Vendor provides webinar services.

Blue Host – Blue Host hosts the NSBF website.

D&O Insurance – Directors and Officers Liability Insurance protects the assets of the NSBF Board of Directors against lawsuits alleging breach of fiduciary duty and responsibility.

GoDaddy – Holds the accounts for our website domain names (nsbfoundation, come closer, byways101)

COMMUNICATIONS AND CONTACTS

US Postal Mail: (checked almost daily), Post Office Box 212, Millersburg, OH 44654-0212

Email Accounts:

- Sharon Strouse, sharon.strouse@nsbfoundation.com and info@nsbfoundation.com.
- Sheila Scarborough, sheila@tourismcurrents.com
- Wanda Maloney, wanda.maloney@corridorsolutions.net

Telephone:

- Sharon Strouse – 330-231-3468
- Sheila Scarborough – 512-387-5374
- Wanda Maloney – 336-231-9733
- Emily
- Rob Moser – 330-231-0692

WEBSITES AND SOCIAL MEDIA ACCOUNTS

www.nsbfoundation.com – The primary website of the National Scenic Byway Foundation which lists byway members, educational materials including Byway Fact Sheets, Webinars, Newsletters, bylaws and learning opportunities, and resources formerly developed by the America's Scenic Byways Resource Center. The Come Closer Blog is located on the website. (also nsbfoundation.net and nsbfoundation.org)

www.comecloser.com – This website is used exclusively for IPW paid participants. (also comecloser.net and comecloser.org)

www.byway101.org – This is not in use at this time. It could be used at some time in the future.

Facebook – Pages maintained by NSBF
<https://www.facebook.com/NationalScenicBywayFoundation/>
<https://www.facebook.com/americas.byways/>

RESPONSIBILITIES OF THE NSBF PRESIDENT

1. Be a member of the Board of Directors.
2. Provide leadership to the Board of Directors.
3. Chair board meetings and develop agenda with Executive Director.
4. Call special meetings when necessary.
5. Monitor financial planning and financial reports.
6. Play a leading role in fundraising activities for the Foundation.
7. Appoint the chairpersons of committees in consultation with other Board Members and recommend who will serve on committees.
8. Chair the Executive Committee and oversee meetings.
9. Serve *ex officio* as a member of committees and attend meetings when invited.
10. Guide fellow board members in all aspects of board membership.
11. Oversee the long-term strategy of the organization.
12. Manage and provide support for the Executive Director so that he or she can meet the goals of the Foundation and fulfill its mission.
13. Discuss issues confronting the organization with the Executive Director.
14. Help guide and mediate board actions with respect to organizational priorities and governance concerns.
15. Contribute to the performance evaluation of the Executive Director and informally evaluate the effectiveness of board members.
16. Assist Executive Director and chair of the Nominating Committee in conducting new board member orientation.
17. Oversee the search to fill the position of Executive Director.
18. Work with Nominating Committee to recruit new board members.
19. Act as an ambassador for the Foundation in concert with the Executive Director.
20. Perform an annual evaluation of progress made toward achieving the Foundation's goals.

The President – Succession Plan

After completion of a two-year term, the President shall be succeeded by the Vice-President. The former President may be asked to serve for at least one year on the Executive Committee for continuity.

RESPONSIBILITIES OF EACH BOARD MEMBER

1. Attend and actively participate in at least 9 of the 12 monthly Board of Directors meetings held annually. Board members are expected to defend monthly meeting times in their personal calendars and avoid scheduling conflicts whenever possible. Meetings missed due to circumstances beyond board members' control, such as illness or jury duty, are generally considered "excused." In all cases, board members are expected to notify the Executive Director of meetings they know they will miss. "Un-notified" absence (i.e., missing a meeting without notification) is unacceptable;

2. Serve on at least one committee, and participate actively in committee work;
3. Serve for a three-year term or until a successor is found, (unlimited terms allowed);
4. Volunteer for and willingly accept assignments and complete them thoroughly and on time. This is a “working Board” that requires personal effort and energy to be effective;
5. Stay informed about committee matters, prepare well for meetings, review and comment on minutes and reports as appropriate, engage in discussion about issues that come before the Board, respecting each other’s opinions and keep Board matters confidential;
6. Take seriously the obligation to oversee the financial soundness of the organization by being attentive to and participating in discussions regarding financial issues (i.e. budgeting, fundraising, auditing, and operational expenses);
7. Provide staff with resources and assistance to carry out the Foundation’s Strategic Plan as adopted by the Board;
8. Celebrate accomplishments of Board and Staff;
9. Never place the Board or Staff in positions that may be in conflict with codes of board and professional ethics;
10. See potential future Board members to recommend to the Nominating Committee;
11. The Board (as well as staff members authorized to do so) may enter into contractual agreements with individuals, institutions, businesses, or governmental agencies provided that such agreements do not conflict with the principles of the Board’s code of ethics or any state or national laws. Board members assume responsibility for these contractual agreements (for which liability insurance is provided);
12. Cultivate involvement and interest in the *National Scenic Byway Foundation* by being informed advocates who can speak knowledgeably and enthusiastically about the Foundation’s programs and mission;
13. Help to identify and engage advocates who can advance the goals of the Foundation;
14. Actively participate in all fundraising efforts, based on one’s individual financial capacity and one’s network of community resources;
15. Contribute to the organization annually. Each Board Member is expected to contribute (at minimum) at the Individual Member Level (\$50 annually), and if part of an organization, encourage that organization to become an Organization Member (\$150 annually). Lifetime Members are considered to have fulfilled this personal contribution requirement for their tenure as Board Members.
16. Board members are expected to bear all costs associated with carrying out their responsibilities as board members including travel costs associated with board meetings or retreats. Board members are also encouraged to apply such expenses as in-kind contributions.

FINANCIAL POLICY AND PROCEDURES

The Executive Committee fulfills the financial management and budget functions in concert with the Executive Director and the Treasurer. Budget matters are addressed by the Executive Director to include bank deposits and receiving revenue from memberships and other sources such as contributions and sponsorships. The Treasurer writes checks and manages the NSBF checking account. The board sets policy regarding fiduciary responsibilities and determines the annual budget with recommendations by the Executive Director who functions, in effect, as the Chief Financial Officer.

Cash Flow/Money Management – The Treasurer and Executive Director work together to move funds.

1. The Executive Director functions, in part, as a Chief Financial Officer for NSBF and works in concert with the Secretary/Treasurer to manage budgets and finances.

2. The Secretary/Treasurer manages NSBF checking account, pays bills, and reviews cash flow.
3. All memberships and payments by check or money order for memberships shall be sent to the Executive Director along with a completed membership application form.
4. PayPal payments by members shall be collected in the NSBF PayPal account.
5. Once a month, the Executive Director shall transfer all funds in the PayPal account, except \$100, by direct deposit to the NSBF Wells Fargo Bank checking account in Minnesota.
6. Check payments shall be collected by the Executive Director and deposited electronically into the NSBF Wells Fargo Bank checking account in Minnesota.
7. Treasurer shall write checks on the NSBF Park National Bank checking account.
8. Treasurer shall prepare a financial report for the monthly NSBF Board meeting.
9. The Executive Director functioning as Chief Financial Officer shall prepare a budget report for the Board meeting quarterly which shows the finances to date by month for the quarter.
10. The Executive Director shall supervise invoices and payments made to contractors and vendors. Committee chairs do not have such authority.

Reimbursement Procedure – Reimbursement for travel expenses must be completed within 60 days. The reimbursement for per diem follows IRS guidelines. Reimbursement for vehicle mileage is determined by the federal rate.

Spending Limits – Any expenditure that is either in excess of \$2,000 or represents 10% of the Foundation’s available revenue must be approved by the Board of Directors. Only expenditures for less than the amounts stated above may be approved by the Executive Committee. Expenditures in excess of \$2,000 (or 10% of the Foundation’s available revenue) but less than \$5,000 require three competitive written quotes and approval by the Board of Directors.

Contract with Design Impressions – Quarterly payment amount identified in the contract in the approved annual budget can be made without special permission from the Executive Committee in accordance with the annual budget.

Invoice Creation Procedure – Invoices for memberships, contracted services and other financial matters are created in the National Office. Invoices for membership are created upon request by individuals or organizations.

The Executive Director Supervises All Contracts with Vendors – The Executive Director makes all contracts with NSBF vendors. This includes Tourism Currents for webinar management and production, Mailchimp, ComeCloser Blog writers, website manager, D&O Insurance, etc. to name a few. The exception is that Salesforce is paid for and under the supervision of the Director of Marketing and Development.

Requests for Proposals (RFPs) – Requests for Proposals will only be issued for expenditures exceeding \$5,000. Full board approval is required to issue an RFP. Committees (standing or ad

hoc) are not authorized to issue RFPs. RFPs will not be issued for the purpose of obtaining cost estimates.

The following conditions must be met prior to issuing an RFP: The full board must approve a range or exact amount to be spent. The committed amount of revenue must be available to the Foundation at the time the RFP is issued. The policy may be adjusted to comply with grant requirements.

Financial Reports for Review by the Executive Committee/Board of Directors

1. Monthly Reports – Financial, Cash Flow, Budget to Date. The Monthly Report is prepared by the Executive Director and the Treasurer. The Treasurer's Report reveals the month's cash flow and status including VISA totals.
2. Quarterly Report – Executive Director reports Budget status, ensures that NSBF computer files are backed-up and kept in two different building locations. The Executive Director reports the "Year-to-Date" Budget report.
3. Annually – Executive Director manages D&O Liability Insurance Policy, Files IRS Form 990-N, and State Report to maintain status as a registered non-profit organization.

Note: Current completed IRS Form 990 document is kept on file in the NSBF National Office.

Note: Current D&O Liability Insurance document is kept on file in the NSBF National Office.

CONFLICT OF INTEREST POLICY

Purpose: The purpose of this policy is to complement the bylaws of the National Scenic Byway Foundation (the Foundation) to prevent the personal interests of Board members, committee members, employees, or volunteers from interfering with the performance of their duties, or result in personal, financial, professional, or political gain on the part of such persons at the expense of the Foundation.

Definition of Terms:

Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include the Foundation's board members, committee members, employees, or volunteers.

Board means the NSBF Board of Directors.

Officer means an officer of the NSBF Board of Directors.

Committee Member any person, board member or not, who serves on a Foundation Committee.

Employee means a person who receives all or part of her/his income from the payroll of the Foundation.

Volunteer means a person who works with the Foundation but does not receive payment for that work.

Policy and Practices

Full disclosure, in writing to the Board, will be made by the board member, committee member, employee or volunteer with the potential conflict, for situations including but not limited to the following:

Any board member, committee member, employee or volunteer related to another board member, committee member, employee or volunteer by blood, marriage or domestic partnership.

An employee in a supervisory capacity related to another employee whom she/he supervises.

Any board member, committee member, employee or volunteer (or their organization) stands to benefit from a transaction; or an employee receives payment from the Foundation for any subcontract, goods, or services other than as part of her/his regular responsibilities, or as reimbursement for reasonable expenses incurred as provided in the bylaws and Board policy.

A board member, committee member, employee or volunteer's organization receives grant funding from the Foundation.

A board member, committee member, employee or volunteer is a member of the governing body of a contributor to the Foundation.

Any board member, committee member, employee or volunteer (of their organization) stands to gain inside information about a competing firm through his or her involvement in a specific activity or action of the Foundation.

Or if that the board member, committee member, employee or volunteer appears to have any of the above conflicts.

Following full disclosure of a possible conflict of interest or any condition listed above, a) the Board of Directors will hold a board meeting to determine whether a conflict of interest exists and, b) if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict to protect the Foundation's best interests. Both votes shall be by a majority vote. For purposes of a quorum, the board member with a potential conflict may be counted though not voting.

A Board member or Committee member who is formally considering employment with the Foundation may be required to take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with the Foundation must submit a written request for a temporary leave of absence to the Vice President of the Foundation Board indicating the conflict and the time period of the leave. The Vice President of the Foundation will inform the President of the Board of such a request. The President will notify the board. The request and any action taken shall be reflected in the official minutes of the Foundation's Board meeting.

Board member, officer, committee member, volunteer, or employee shall not participate in any discussion, debate, or vote of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.

Anyone in a position to make decisions about spending the Foundation's resources– who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he shall not participate in any final decisions.

A copy of this policy shall be given to all Board members, employees, or other key stakeholders upon commencement of such person's relationship with the Foundation or at the official adoption of stated policy. Those receiving this copy will sign the Policy Acknowledgement Form.

Reminder of the policy will be placed on the meeting agenda and stated during a meeting quarterly.

If any conflicts arise, an amended signed conflict of interest form shall be submitted for the record.

If any person fails to submit a conflict of interest form as conflicts arise, this could be cause for immediate separation from the Foundation.

CONFLICT OF INTEREST FORM

STATEMENT CONFIRMING UNDERSTANDING OF THE CONFLICT OF INTEREST POLICY

I _____, (board member, employee, committee member or volunteer) confirm that I have read and understand the Conflict of Interest Policy adopted by the National Scenic Byway Foundation.

Signature

Date

.....

ACKNOWLEDGEMENT OF CONFLICT FORM

If a NSBF officer, staff, board or committee member or volunteer has a conflict of interest, the form below can used to acknowledge the presence of a conflict of interest and how it was managed.

I _____, (board member, committee member, employee or volunteer) for the **National Scenic Byway Foundation** do acknowledge that I have a conflict of interest concerning this current discussion project:

After discussion of what my conflict was at the board meeting, held on _____.

- I abstained from the vote
- It was decided the conflict did not preclude my vote, so I voted on this issue

Signature

Date

Printed name and title

President, Board of Directors

Date