

NAWBO CENTRAL NEW JERSEY BOARD OF DIRECTORS POLICIES AND PROCEDURES 2004

This document contains motions passed and policies & procedures adopted by the Central New Jersey Board of Directors. This document is in addition to the Bylaws under which NAWBO Central Jersey operates.

AWARDS

1. Nominations for Awards

1. All requests for nominees for corporate board appointments and awards must go to the Awards Committee and Board of Directors.
2. A notice shall appear at least once a year in the newsletter stating nominations for awards and their due dates.
3. A review of the current member database for nominations shall be conducted by the Awards committee.
4. Each member of the Awards Committee and Board of Directors shall be given copies of applicable resumes or bios of possible nominees for specific appointments or awards.
5. A meeting will take place during which the best qualified nominee for the appointment or award will be selected.
6. The Awards Chair shall be part of the Member Services Committee.
7. An Awards Chair shall be appointed each year by the President and shall be a member of the Member Services committee.
8. The Awards Committee shall notify all members of the nominations being sought and the criteria by placing an article in the Central Jersey Newsletter.
9. The rules governing the nomination process are as follows:
 - a. Late applications will not be accepted.
 - b. Nominations forms must be typed.
 - c. Supporting material is limited to 5 pages.
 - d. Two references are to be submitted for national awards only.
 - e. Submit four (4) copies of the application for national awards.
 - f. The Chapter does not have to nominate anyone for any National Award. All of the awards need not be presented each year.

- g. The recipients of the Chapter Awards shall be the chapter nominee for the corresponding National Award.

10. Yearly NAWBO Awards categories are:

a. Chapter Woman Business Owner of the Year

Presented to a NAWBO Central Jersey member who is recognized as a successful entrepreneur, who has demonstrated initiative and creativity in overcoming obstacles in her business, demonstrated civic and community involvement and contributions, and has demonstrated support of NAWBO's vision and mission.

b. Chapter NAWBO Member of the Year

Presented to a NAWBO Central Jersey member who has worked to pioneer innovative and effective changes by supporting, strengthening and establishing a presence for NAWBO in New Jersey.

c. National Public Policy Advocate of the Year

Presented to a NAWBO member or non-member who has worked in the public sector, engaged in activities that enhance women business ownership on a national level, or has developed a prototype at the local or regional level with a potential for national implications. The Public Policy Advocate of the Year must have demonstrated support and strengthened efforts to further NAWBO's vision and mission statement and its presence in the business community.

d. Chapter Public Policy Advocate of the Year

Presented to a NAWBO Central Jersey member who has worked in the public sector, engaged in activities that enhance women business ownership on a local or regional level, or has developed a prototype at the local or regional level. The Public Policy Advocate of the Year must have demonstrated support and strengthened efforts to further NAWBO's vision and mission statement and its presence in the business community.

e. Chapter Corporate Partner of the Year

A chapter corporate partner who has given NAWBO Central Jersey support through financial, advisory and in-kind services.

f. Chapter Gillian Rudd Vanguard Award

In honor of the memory of a past NAWBO National President and outstanding visionary leader for Women Business Owners. The award is presented to a woman who through her efforts and vision is a catalyst improving the business climate for all women, and who enables women to reach their potential and the potential to fulfill economic and social contributions to the nation and perhaps the world.

g. Chapter UNSUNG HERO

This person is critical to the growth and health of the organization, but may not always be visible. This person helps others move up, supports and empowers them, leading

from the middle. She is a stabilizer and can lead through rough spots. She gives back, works behind the scenes and doesn't look for credit. People look to her for guidance and are comfortable approaching her. No organization can survive without the Unsung Heroes.

i. **Chapter TEAMBUILDER**

This person gets others involved. She can find people to do the work and motivate them. She has the spirit that makes people want to be part of an endeavor, guiding them and sharing the credit. The Teambuilder overcomes competition. She inspires people to jump on the wagon before it starts to roll. She is exuberant, enthusiastic and a great promoter, recognizing the power of grassroots involvement and inspiring people to participate. Teambuilders emerge in every organization, and we can't do without them.

j. **Chapter BRIDGEBUILDER**

This person clearly builds alliances and forms coalitions. She is involved in community outreach and is adept at pulling groups together. It is often a mystery how she has the energy to do everything she does. This person frequently helps resolve conflict. She perceives links for potential partnerships and pursues them. The Bridge Builder creates energy. She is clearly a leader within NAWBO, but equally is a leader outside of NAWBO. The Bridge Builder helps insure the continuity and future growth of the organization.

k. **Chapter ROOKIE OF THE YEAR**

This is a new member who jumped in feet first and became a visible, enthusiastic supporter of NAWBO. This person typically participates in committee work soon after joining, attends all meetings and special functions, and promotes NAWBO in other venues. She quickly becomes a resource for other new members. It is the new members that bring new energy and thinking to all organizations.

11. The Awards Chair will present the nominees to the Board for consideration. The award recipient will be chosen by Board vote.

12. The Chapter Award recipient becomes the National Nominee for that award.

13. Chapter NAWBO Awards categories are:

- a. **Epoxy Award:** This award is given to a MEMBER who has gone beyond the limits and used her abilities to build the chapter. Her energy glues the Chapter into a cohesive group. This is considered a very special award and the chapter does not have to present this award at any time. However, the Chapter may award up to ? number per year.
- b. **Name to be decided Award:** This award honors a member who has distinguished herself in the Chapter and who has gone above and beyond the call of what her Chapter had asked her to accomplish. The Chapter may award up to ? number per year.

14. PRESENTING THE AWARDS

Women Business Owner of the Year, Member of the Year and Chapter Corporate Partner of the Year are honored at the Annual Meeting. Public Policy Advocates are honored at Public Policy Days. Other awards are presented as the Board sees necessary.

BYLAWS

1. Changes are proposed by the Board of Directors and submitted to the President for a vote at the next Board meeting.
2. Notification of Bylaws changes may be printed in the next issue of the NAWBO Central Jersey newsletter and updated on the Website once it is approved..
3. Any amendments will be presented to the membership once a year for vote.

POLICIES AND PROCEDURES

1. Changes to the Policies and procedures are made by a vote of the Board of Directors.
2. Notification of Policy and Procedure changes may be printed in the next issue of the NAWBO Central Jersey newsletter and updated on the Website once it is approved..

CORPORATE PARTNERS

1. NAWBO Central Jersey shall exercise discretion in selecting only those Corporate Partners whose corporate goals and cultures are compatible with the NAWBO vision and goals.
2. Contact with prospective Corporate Partners shall be coordinated through the Vice President of Corporate and Economic Development.
3. Wherever and whenever appropriate, both national and local representatives shall approach a corporation jointly to initiate a corporate partnership.
4. Before a Chapter Corporate Relations Chair pursues a corporation headquartered within her area, the national NAWBO Headquarters shall be contacted.
5. Chapter monies and in-kind shall not be infringed upon by National NAWBO. A definition of a corporation's national role shall be established for NAWBO's fiscal year in cooperation with the chapter.
6. A Corporate Partner who is both a national and local partner shall be billed by the national office for its dues. Upon receipt, the chapter will be rebated the previously agreed upon share of the dues.
7. Definition of A Corporate Partner or Corporate Patron
 - a. A company that makes a contribution to NAWBO Central Jersey for a minimum contribution set annually by the Board of Directors in cash or in-kind for a targeted line item in the chapter's budget.

- b. In-kind contributions which are not a line item in the operating budget must be approved the Board of Directors and will be counted two-for-one toward the minimum.
- c. At least one-half (1/2) of a Patron's contributions must be made in cash/check.
- d. The contribution can be for any combination of support for specific NAWBO Central Jersey programs but must be received during a consecutive 12-month period. Partners will be billed on anniversary date of contribution.
- e. The definitions of Chapter Partnerships are included in the CEDC Documents that shall be updated yearly.

DUES

1. The Chapter shall charge \$60 per person for membership. National will collect these monies (along with National dues) and deposit them in the chapter's bank account on the 15th of the following month.
2. Renewal Notices:
 - a. National sends renewal notices to members.
 - b. Dues are payable within 60 days of renewal notice date.
 - c. NAWBO Central Jersey shall receive a list of their members who have been mailed a "Past Due/Final Notice" bill.
 - d. Reinstatement after 60 days shall require a \$25.00 payable to National.
 - e. NAWBO Central Jersey shall receive a list of all their paid members by the 15th of each month.

CHAPTER ELECTIONS

- 1 The election committee shall consist of the Nominations Chair, the President, The VP Member Services.
 - a. Responsibilities
 - 1) Approve the official ballot and petition form and submit to the Board of Directors for approval.
 - 2) Oversee the election - compliance with Bylaws and Policies and Procedures of NAWBO and with the approved guidelines for petitioning and campaigning, with a final right of review by the Board of Directors.
 - 3) Adherence to election procedures and procedural time line by the Nominating Committee, Board of Directors and candidates.
 - 4) Receive and maintain files of all nomination procedures, documentation and

correspondence, if any.

- 5) Respond to questions and settle disputes that may arise over the nominations or election process, with an appeal to the Board of Directors.
- 6) Notify the Board of Directors of any violation of the Bylaws or the Policies and Procedures of the Chapter.
- 7) Approve guidelines for outside neutral body to count votes.
- 8) Provide appropriate direction for action by the Board of Directors.
- 9) Work with a parliamentarian as needed.
- 10) Certify election by stating it was conducted according to the Bylaws and Policies and Procedures of the Association
- 11) Release a report of the results of the election to the President

b. Election winners shall be the candidates who receive the majority of votes cast.

FINANCE

1. Requests for Proposals shall be required on any single purchase of goods or services costing \$500.00 or more required in the running of the NAWBO Central Jersey chapter.
2. The Board of Directors and anyone who is responsible for a budget category shall receive reports on their budget and expenses.
3. Recognizing that the Board of Directors has the responsibility for NAWBO Central Jersey's financial affairs, the following policies shall be observed to assure that NAWBO is operating in a businesslike fashion.
4. VP Finance/Treasurer:
 - a. VP Finance/Treasurer has the responsibility to chair the Finance Committee and oversee the expenditures of the approved Chapter budget.
 - b. Finance Committee shall be Chaired by the VP Finance/Treasurer. Committee members shall be appointed by the Chair with approval of the Board of Directors. Finance Committee shall review proposed budgets and recommended actions to the Board of Directors. When so designated by the Board of Directors, the Finance Committee shall approve yearly budget requests.
 - c. Any contract (written or verbal) or purchase which involves funds over \$100.00 shall require approval from Board of Directors' prior to execution.
 - d. 4. All contracts for on-budgeted expenditures shall require two signatures: (1) that of

the President, and (2) that of the VP Finance/Treasurer or the VP in charge of the appropriate budget line item.

- e. The Board of Directors will receive monthly financial statements including profits and losses on all accounts.

5. Chapter Reserves

NAWBO Central Jersey Reserve Goals:

- a. Long-term - to maintain a reserve goal equal to one year's operating expenses.
- b. Short-term - five percent (5%) of each year's profit shall be put into long-term reserve. Balance to be maintained as a short-term reserve to be used as approved by the Board of Directors.

6. Investments:

- a. Checking account balances shall be kept at a sufficient level to avoid bank charges when at all possible. All additional funds shall be invested in interest-bearing accounts.
- b. VP Finance/Treasurer may authorize investments in an insured bank certificate of deposit not to exceed insured amount. All other investment accounts must be approved by the Board of Directors.

7. Budget:

- a. An annual budget shall be presented to the Board of Directors for approval prior to the Annual meeting.
- b. Budget preparation shall be the responsibility of the outgoing and incoming VP Finance/Treasurer (when appropriate) after consultation with the Current President, President-Elect, outgoing and incoming Board of Directors.

8. Committee Budgets:

- a. Each Vice President shall present to the VP Finance/Treasurer at the first working Board meeting after the Annual meeting, a proposed budget for expenditure of the funds allocated to that Council. Their budget shall be approved by the Board of Directors. No allocations shall be made for expenses if a budget has not been submitted and approved.
- b. Once a budget is established, any new projects must be presented to the Board of Directors for approval. No changes to approved budgets may be made without the approval of the Board of Directors.

9. Expense Reimbursements

- a. NAWBO recognizes that volunteer members must make expenditures on behalf of the Association. Following are items, which shall be reimbursed (when financial resources allow), by NAWBO Central Jersey to the Board of Directors. All expenditures MUST be filed on NAWBO reimbursement forms with back-up receipts attached.

10. Officers' Travel

- a. Airfare and hotel accommodations for legitimate and necessary travel by officers to NAWBO meetings shall be paid up to the maximum amount budgeted. Food, telephone, and sundries are at the expense of the individual.
- b. In the event an officer does not incur airfare expenses for a particular meeting, but does incur substitute transport expense (train or bus) in an equal or lesser amount, the officer may, subject to the approval of the VP Finance/Treasurer, be reimbursed for that substitute expense. Similarly, an officer may be reimbursed for documented substitute lodging expense, up to the amount of the meeting hotel. Reimbursement for mileage for use of an officer's own vehicle shall be at the currently approved IRS rate.
- c. Expenses must be submitted with full documentation on a NAWBO expense form within 60 DAYS of travel to qualify for reimbursement.
- d. As financial resources allow, the cost (all or partial) for the National Meeting (PPD & Annual Meeting) shall be paid for by the Chapter for (in order of priority) President, VP Member Services (Council), VP CEDC (Council) and VP Public Policy (Council); then all other VPs, President-Elect, and Chairs.

11. Finance Committee

- a. No member expenses shall be reimbursed for any expenses unless the expenses are covered by an approved budget (over \$100) for that committee or approved by the President & VP in charge (under \$100).
- b. Miscellaneous expenses such as long distance telephone calls, postage, etc., shall be reimbursed, but must be budgeted.
- c. Unapproved costs shall NOT be reimbursed unless the expense was an emergency.
- d. Expenses MUST be submitted on NAWBO Central Jersey expense forms with full documentation within 60 days of invoice date to qualify for reimbursement.
- e. New committees, appointed after the annual budget is approved, must have funds allocated by the Board of Directors before expenses are incurred.
- f. The Board of Directors is authorized to adjust line item expenses within the approved annual budget.
- g. An Annual Report will be produced yearly and available for member review. When funds allow, members shall receive a copy.

Public Policy VP and Council

1. This VP will represent and shape NAWBO's Central Jersey interests in public policy formation; public/private partnerships; coalition building; public affairs; appointments and

awards.

2. Duties and Responsibilities

- a. Develop Public Policy budget;
- b. Develop NAWBO's Central Jersey legislative/advocacy/public policy goals and action steps, e.g., White House conference, Political Action Committee, etc.;
- c. Communicate NAWBO activities, and its positions on issues, including women business enterprise public/private partnerships, coalitions, and global issues to the membership;
- d. Development systems to track State and local legislative bills and establish and maintain contact with other small business groups;
- e. Be in charge of Chapter Public Affairs Days;
- f. Propose policy to the Board, who must accept and request implementation or return the proposal to the VP with reasons for rejection or recommendations for revisions;
- g. Increase the awareness of national corporations, public/private boards and commissions, and other national organizations on which NAWBO members are qualified and available to serve, making specific recommendations whenever possible from Chapter members listed in the NAWBO National Appointments Data Bank

Member Services VP and Council

1. This VP will represent and shape NAWBO Central Jersey's interests in the area of professional, chapter, and regional development with special focus on leadership skills, member and chapter services. It will further serve as an advocate for general membership issues.
2. Duties and Responsibilities:
 - a. Develop Member Services budgets;
 - b. Propose policy to the Board, who must accept and request implementation or return the proposal to the VP with reasons for rejections or recommendations for revisions;
 - c. Recruit membership for at-large, chapter, and affiliate association categories by developing and managing a lead processing and follow-up procedure utilizing past and current leadership;
 - d. Build a more solid infrastructure at the local levels through increased membership, membership retention, and increased communication in all directions;
 - e. Develop and implement plan for succession planning at local levels;

Corporate & Economic Development VP and Council

1. This VP will represent and shape NAWBO's interests in the areas of financial and business

development for the organization and the members with special focus on revenue generation for the organization through profit centers and outside sources, access to capital for members, and national/international business.

2. Duties and Responsibilities:

- a. Develop CEDC budget;
- b. Assist in developing a plan to obtain money through grants, bequests and profit centers on an ongoing basis;
- c. Establish access to full-time financial services through a clearinghouse of capital resources, joint ventures, and venture capital opportunities for members;
- d. Research technologies appropriate for the association;
- e. Research and present plan for group purchase power and internal buying and selling;
- f. Propose policy to the Board of Directors, who must accept and request implementation or return the proposal to the VP with reasons for rejection or recommendations for revisions;

Chapter Board of Directors

1. The management of the affairs of NAWBO Central Jersey will be entrusted to the Board of Directors, the legal governing body. The Board will work as is related to the NAWBO Central Jersey Strategic Plan.

2. Duties and Responsibilities

- a. Develop, approve and implement the Strategic Plan;
- b. Approve budgets for the Chapter;
- c. Accept, reject for reason, or make recommendations for revisions to:
 - 1) policies and procedures proposed by the Public Policy, Member Services and Corporate and Economic Development Services Member VPs;
 - 2) reports, projects and recommendations;
 - 3) membership and regional/state structures;
- d. Oversee staff, including hiring and firing;
- e. Provide visibility and a presence to the media, to the political arena and to members;
- f. Develop programs and strategies to educate and train members in the global marketplace;
- g. Assess the financial needs of the organization for growth and profitability;

- h. Promote business to business connections through identified vehicles such as Trade Missions, affiliation with other international organizations, other foreign travel groups, etc., for members;
- i. Seek out opportunities for contracting with governmental bodies, local, state, and national and international as well as with large corporations;
- j. Perform other functions as appropriate to the Board of Directors.

Legal Counsel

1. At varying times throughout each year NAWBO Central Jersey may need Legal Counsel. The best lawyer to meet the need at the time the situation arises will be a person with expertise within that particular area.
2. Duties and Responsibilities:
 - a. Examine instruments and opinions prepared by other attorneys and advise the Board of Directors as to the legal requirements and NAWBO Central Jersey's best position
 - b. Draft legal contracts - leases, employment, etc.;
 - c. Inform Board of Directors of liability and protection when serving on the Board;
 - d. Advise the Board of Directors as to the legal ramifications of accepting questionable policy recommendations from VPs and other Board members.
3. Selection of Legal Counsel:
 - a. NAWBO members with different areas of practice appropriate to our needs will be asked to provide pro bono services or be hired when appropriate by the President, with approval of the Board of Directors;
 - b. Position is not automatically renewable;
 - c. Performance will be reviewed by the President and Executive Director and reported to the Board of Directors.

PUBLIC POLICY

1. Issues:
 - a. If possible, issues and recommended National and Chapter NAWBO positions shall be presented to the members via fax, mail, email or announcements at meetings.
 - b. If an immediate decision is required, the recommended position shall be approved by the Board of Directors.
 - c. If approved by the Board of Directors, a report shall be issued immediately to chapter members.
 - d. It is understood NAWBO Central Jersey may not be able to take a stand on an issue

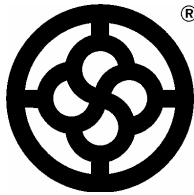
due to time constraints and/or resources.

2. The Vice President of Public Policy, with the approval of the Board of Directors and considering budget restraints, is authorized to join any coalition that supports a NAWBO approved position as long as the values of the lead organization of the coalition are consistent with NAWBO's.

TRADEMARKS AND CREATIVE PRODUCTS

As per National NAWBO,

1. All trademarks which relate to NAWBO products or services will be registered in the name of the National organization. National NAWBO shall have exclusive authority to prescribe permissible uses of its name, logo, and any other trademark it may require.
2. Use of the NAWBO trademarks shall be accompanied by the registration notice (R), if the mark has been federally registered.
4. The NAWBO logo is as shown



- a. Shall always appear in black, white or teal (PMS 321).
- b. Shall use Garamond Condensed as the official type face of the organization (when the name is used in its entirety, Garamond Condensed all capitals with small caps used for all but the first letters of "National," "Association," "Women," "Business" and "Owners".
- c. Can be used by members or Corporate Partners in collateral material and/or Web site, but must be accompanied by the words, "A member or" or "A Corporate Partner of...".

Any use of variations of the NAWBO logo or any other NAWBO trademark will require approval by the National Board of Directors.

5. Only the National organization shall have the authority to authorize or "LICENSE" others to use the NAWBO name or trademarks in connection with a product, or in connection with a project which is National in scope or which would directly affect the organization on a National level. Chapters shall have the authority to authorize others to use the NAWBO name and trademark in connection with a project or event that is local in nature and in which the chapter is involved.

Copyrights and Other Proprietary Rights in Creative Product

1. All written materials, newsletters, reports, research, data and statistics, audio tapes and

other creative products created by NAWBO committees, officers, etc., for NAWBO will be owned by NAWBO, unless otherwise agreed in writing by the Board of Directors and signed by the President.

2. Written materials, newsletters, reports, etc., created at the chapter level for the chapter or for National shall also be owned by NAWBO.
3. Materials created by NAWBO officers or members for their own businesses but loaned to or shared with NAWBO shall remain the property of such NAWBO officer or member.
4. All NAWBO materials, newsletters, reports, research, data, and statistics, etc., shall include NAWBO's copyright notice © NAWBO 20_(year of publication).
5. In situations involving use of independent contractors, co-venturers or co-sponsors in projects in which NAWBO is involved which results in the development of creative product(s), every effort should be made for NAWBO to own or at least co-own the creative product(s).
6. Chapters shall have unlimited use (within the chapter or in chapter co-sponsored events) of all creative product(s) owned by NAWBO unless specifically limited by Board of Directors or National policies and procedures. Chapters in formation shall have use of NAWBO creative products in accordance with the policies established by NAWBO.
7. Only the National organization shall have authority to authorize or "license" others to use creativity property owned by NAWBO. This is not intended to apply, however, to materials prepared specifically for the press or to chapter newsletters.
8. All video tapes, films, or audiovisual works which are to be made for NAWBO, are about NAWBO, or are to be NAWBO endorsed must be specifically approved by the National Board of Directors.

Meetings

1. Non-members may attend up to three meetings other than special events, before being required to join.
2. Chapter Members may not be the main program presenter at any monthly Chapter Meeting, except for those members who currently hold or have held National Board positions.
3. Guests or other non-members may not place their materials on the member resource table, other than the speaker and corporate sponsors.
4. All no shows at any meeting will be billed unless cancelled at least 3 days prior to the meeting.
5. Meeting attendees may not present solicitations for other organizations or charities during

meeting introductions.

Member Representation of NAWBO

1. Before any member speaks with the media on behalf of the chapter, they MUST receive permission and policy guidance from the Chapter President.

Membership

Membership is individual and substitutes will be considered guests/non-member.

CHAPTER VICE-PRESIDENT REMOVAL PROCESS

1. Symptoms of Possible Candidates:

- a. NAWBO Central Jersey is experiencing major unresolved, ongoing conflict which is potentially damaging to the chapter and its members.
- b. The Vice President refuses the counsel of the President and/or Board appointed resource.
- c. Instead of actions to resolve the conflict, the actions of the Vice President further the conflict.
- d. The Vice President has been given formal warning in writing and continues to refuse to comply with recommended actions within a given timeframe.

2. Removal Process

- a. Upon recommendation of the President and Board appointed resource, the action will be brought to the Board of Directors for a vote.
- b. NAWBO Central Jersey will follow the Disciplinary Procedures as presented in the current edition of Roberts Rules of Order for the Removal of a Vice President.
- c. Vice President will be replaced after the removal process.