



# IPPS

## Operating Manual for Board of Directors

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# IPPS POLICIES

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### Policy On Standing Committees

| Standing Committees  | Responsibilities  | Members   |
|----------------------|---|---|
| Finance              | <ul style="list-style-type: none"> <li>• Monitor investment reports and activities.</li> <li>• Provide feedback on budget developed by Vice President and International Secretary/Treasurer</li> <li>• Monitor financial activities of the Society, providing recommendations to the Board as needed.</li> <li>• Review all proposals presented for Board support as to financial impact, providing those recommendations to the Board along with the activity proposal.</li> </ul> | <ul style="list-style-type: none"> <li>• Treasurer (Chair)</li> <li>• Chair</li> <li>• Executive Director</li> </ul>  |
| Staff Review         | <ul style="list-style-type: none"> <li>• Conduct an annual review of the performance of the contracted staff positions and present a report at the next Board meeting (International Editor, Executive Director).</li> <li>• Review existing and future expectations of staff time needs for the future year.</li> </ul>  | <ul style="list-style-type: none"> <li>• Chair (chair)</li> <li>• Treasurer</li> <li>• President</li> <li>• Vice President</li> </ul>                       |
| Executive Committee  | <ul style="list-style-type: none"> <li>• Review and recommend updates to policies, procedures, and other procedural documents at least once every three years (on year the chairman is elected or re-elected)</li> </ul>  | <ul style="list-style-type: none"> <li>• Chair</li> <li>• President</li> <li>• Vice President</li> <li>• Treasurer</li> <li>• Executive Director</li> </ul> |
| Investment Committee | <ul style="list-style-type: none"> <li>• Monitor IPPS investments and make adjustments as necessary based on the investment bylaw goals</li> </ul>  | <ul style="list-style-type: none"> <li>• Treasurer</li> <li>• Board Members</li> </ul>  |

### Policy on Working Committees

| <b>Working Committees</b>     | <b>Responsibilities</b>   | <b>Members</b>  |
|-------------------------------|---|---|
| Membership and Marketing      | <ul style="list-style-type: none"> <li>• Create new membership recruitment policies</li> <li>• Continue development of promotional postcard and one-page flyer templates for regions.</li> <li>• Develop guidelines for updating websites and adding blogs.</li> </ul>  | <ul style="list-style-type: none"> <li>• Board Members</li> </ul> |
| Long Range Planning Committee | <ul style="list-style-type: none"> <li>• Assist interested parties in promoting the expansion of IPPS in geographical areas not currently served by existing regions (A New Region Committee can form when there is immediate interest to form a new region and then dissolve after a set time or when the region is created)</li> <li>• Continue to develop new ideas for engaging members and inviting new members to join regions</li> <li>• Oversee the promotion and approval of the Exchange Program</li> </ul> | <ul style="list-style-type: none"> <li>• Board Members</li> </ul> |
| Strategic Planning Committee  | <ul style="list-style-type: none"> <li>• Coordinate and update the multi-year strategic plan with short-term and long-term goals</li> </ul>   | <ul style="list-style-type: none"> <li>• Board Members</li> </ul> |

## **Policy On Use Of The IPPS Logo And Membership**

Since IPPS is an individual membership organization, the following policy applies to any individual, company, or other organization wishing to promote membership affiliation with IPPS or support of the organization.

- An individual member in good standing may use the IPPS logo and the words “Member, IPPS” on his/her business cards, individualized letterhead, or any other material that clearly reflects the membership is only associated with the individual. This also applies to those members who operate a company as a sole proprietorship, who can therefore use the logo with the designation “Member, IPPS” or “Supporting IPPS” on company letterhead, company catalogs, and other materials.
- A company that has employees who are individual members of IPPS may use the IPPS logo and the words “Proud to support IPPS” or “Supporting IPPS” or similar language that does not imply the company is a member of IPPS. This reference may be made on company letterhead, catalogs, and other materials distributed by the company.

Individuals within the company who are members of IPPS may use the IPPS logo and the words “Member, IPPS” on their individualized business cards and letterhead and any other material that clearly reflects the membership is only associated with the individual (see #1 above).

*Approved 05/2008; revised 02/2024*

## **INVESTMENT POLICY**

### **Purpose**

This document serves as the Investment Policy Statement for the International Plant Propagators' Society. Its purpose is to effectively manage the long-term liquid assets of the Society and address the following objectives:

### **Investment policy objectives**

The objective of the investment policy is to maintain long-term stability with a minimum five-year investment horizon. Funds surplus to the immediate needs (twelve months) of the society will be invested to preserve and enhance the purchasing and earning power of the society. The investment policy will address the following objectives:

1. Establish an appropriate investment strategy and guidelines for managing all long-term funds including investment timelines, elements of risk, and asset allocation.
2. Oversee investments with sufficient diversification to provide a reasonable return over the long term.
3. Establish periodic performance reporting to effectively monitor investment results.
4. Provide due diligence and fiduciary oversight to comply with any legal requirements.

### **Management**

All investment policies, including asset allocations, will be approved by the International Board, and managed by an Investment Committee. The committee will consist of no less than three IPPS members, appointed by the IPPS International Board and chaired by the International Treasurer. Committee members do not need to be board members, they will serve for three years and can be reappointed for an additional three-year term.

### **Investment Committee Duties**

1. Make annual reallocations to maintain the investment strategy.
2. Meet no less than two times annually to review performance.
3. Present an annual performance report to the board.
4. Advise the board when, or if, investment strategy changes are needed.

### **Investment Portfolio**

The investment portfolio will be constructed and maintained to provide prudent diversification that minimizes the effects of negative market fluctuations and yields returns greater than inflation.

The investment portfolio will be apportioned and maintained as following:

35 to 45% -----Equity Index Funds (like Vanguard low-load index funds)  
35 to 45% -----Dividend Producing Index Funds (like Vanguard index funds)  
10 to 30% -----Fixed Income

### **Control Procedures**

- The Executive Director and Treasurer are authorized signers on all invest accounts.
- The Executive Director will report to the Investment Committee by July 1 each year whether any deposits or withdrawals are intended for the following year.
- The Board will review annually all policies, objectives, and guidelines. This review will focus on an analysis of major differences between the Fund's assumptions and its actual results.

*Revised 06/2020.*



## **Policy On Travel Reimbursement For International Officers And Directors**

### **Policy And Background**

IPPS International Board Members and officers offer their time at no charge to benefit the Society. The Society values this input and offers fair reimbursement for travel expenses while undertaking this leadership role by attending the International Board of Directors meeting as part of the International Tour.

This policy facilitates the ability of IPPS International Board Members and officers to participate in the leadership of the Society, recognizing that there is a monetary impact on Directors and the Regions they represent in the fulfillment of their leadership responsibilities. Reimbursement is for individuals and is limited as defined in the policy scope.

The policy of the International IPPS is as follows:

**International IPPS Office will offer reimbursement to each regional director/delegate for travel while attending the International Board of Directors meeting in an official capacity.**

### **Scope**

The reimbursement of travel expenses is limited to the directors of the International IPPS Board of Directors, as well as the International Chair, International Vice Chair/Treasurer (starting 2026), International President, and International Vice President. Reimbursement is for actual costs of travel as defined below, by air or by other means up to the cost for air travel, as well as travel insurance. The International Chair will also have their International Tour registration covered (starting 2026).

### **Definitions**

Travel costs are defined as follows:

- Airfare – economy class – from the individual’s home airport to the location of the International Board Tour and return from the site of the International Board Meeting. Regardless of whether an individual travels to other locations as part of the travel to the International Board Meeting, the reimbursement will be for the value of the airfare to and from the International Board Meeting/Tour beginning point and home from the site of the International Board Meeting.
- Transportation to and from the airport unless the hotel or hosting Region provides free transport. This includes taxi, bus, or train fares, or personal automobile mileage at the current US rate per mile as set each year by the Internal Revenue Service.
- If travel is not by air, reimbursement is appropriate for train, bus, or personal automobile transportation costs. Reimbursement for use of the individual’s personal or rented automobile is at the US rate per mile as established each year.
- Any tolls incurred in the course of the journey are appropriate for reimbursement.
- Any travel insurance required by the country of origin for an officer or director as defined above may be submitted for reimbursement.

### **Process**

A Travel Expense Reimbursement Claim must be completed and submitted to the International Office for processing. Copies or scans of receipts and other supporting requests for reimbursement must be included with the Travel Expense Reimbursement Claim when submitted. Email, fax, or mail submission is acceptable.

Reimbursement payments are to be made within one month of acceptance of the claim.

The offer for reimbursement is available only for expenditures in the same fiscal year as the International Board Meeting. Claims forms for reimbursement are accepted within the fiscal year of the relevant meeting ONLY.

*Approved 03/19/2007, effective 1/1/2008; revised 02/2024; revised 03/2025*



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**TRAVEL EXPENSE REIMBURSEMENT CLAIM  
FOR INTERNATIONAL TOUR AND BOARD MEETING**

Individual submitting the claim: \_\_\_\_\_

Name: \_\_\_\_\_

Postal address: \_\_\_\_\_

Email: \_\_\_\_\_

Phone: \_\_\_\_\_

**Make reimbursement payable to (Name):**

\_\_\_\_\_

Claimed for:

|    |    |
|----|----|
| 1. | \$ |
| 2. | \$ |
| 3. | \$ |
| 4. | \$ |
| 5. | \$ |

Amount of reimbursement (PLEASE INDICATE CURRENCY INVOLVED): \_\_\_\_\_

**PLEASE ATTACH RECEIPTS OR OTHER VERIFICATION OF EXPENSES  
WHERE PRACTICAL**

**These expenses were incurred by me in the fulfillment of my official board member duties. Personal expenses have been excluded.**

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Payment options** (please tick/check the appropriate box)

☐ Send a check in US dollars to the address above

☐ Transfer the amount directly to my account

Bank .....

Bank street address .....

Bank Telephone .....

Bank Routing/swift .....

Account number .....

Account name .....

Currency .....

**SCAN AND EMAIL TO [directoripps@gmail.com](mailto:directoripps@gmail.com)**

**Policy On Standard Operating Procedures  
For operating the Society**

1. The Chair, President, Vice President, Vice Chair/Treasurer, or Executive Director shall authorize the deposit of funds in accounts of a bank or banks.
2. Authorization for the transfer of funds from one account to another, e.g. checking account to money market, certificates of deposit, or vice versa, shall be completed upon the signature of only one individual authorized to sign withdrawals from the account. These may also be completed electronically via the secure bank server by one of the above approved individuals.
3. Authorization for withdrawals of funds from any account shall require one signature of the President, Vice President, Vice Chair/Treasurer, or Executive Director.
4. The Executive Director is authorized to investigate and is able to transfer funds to insured deposits with higher interest rates for the short-term gain of the Society. Transfers must be within the annual budgetary guidelines, established by the International Board of Directors.
5. All accounts of the Society shall contain a minimum of two (2) US-based names on the signature cards filed with any banking or financial company in which the Society has deposits. These names will come from the Chair, President, Vice President, Vice Chair/Treasurer, and/or Executive Director.
6. Authorization is granted for the payment of honoraria on a monthly basis to the Editor and Executive Director as adopted in the budget each year. The Editor may also select a lump-sum payment to be paid once a year.
7. The Society will carry bonding insurance in the amount of \$350,000.00 on the office of Executive Director.
8. Authorization is granted for the International Executive Director and Regional Secretary - Treasurer for all regions to remove from the membership rolls any member whose dues for the current year have not been paid by the May 1 deadline.
9. The Chair, President, Vice President, Vice Chair/Treasurer, and Executive Director must approve authorization for the deposit of funds in any new bank or financial institution.
10. The Finance Committee, in conjunction with the Executive Director, is responsible for reviewing project proposals to ensure that the background, outcomes, and budget impacts of the proposal are in line with the operating budget. This will be an ongoing, standing committee of the Society.
11. Each Director, or Regional Secretary-Treasurer shall submit a semi-annual report in June and December to be shared among all International Officers.

*Revised 09/1999, 09/2002, 10/2005, 02/2024*

## **Policy On Communications For the International Executive Director**

To implement an “official” business relationship between the International Executive Director and the Regional Secretary-Treasurers, the International Executive Director is to plan and coordinate communication between Regional Secretary-Treasurers and the International Executive Director by providing a time line and job expectations necessary to conduct international affairs.

To communicate and coordinate with Regional Secretary-Treasurers the means by which the International Directors and Alternate International Directors will be informed of the plan and costs for the annual International tours and associated conferences.

To provide a final draft of International Board Meeting minutes within 14 days of each quarterly board meeting, including the annual meeting. Directors should review and submit any corrections before the next Board Meeting. Any controversial issues need to be brought to the attention of the International Chair for resolution.

Post information to the IPPS web page about new International Directors, Alternate International Directors, and Officers by February 1st of each year.

Incoming Alternate International Directors should receive an orientation package that includes the following:

1. Names and addressees of the other International Board of Directors and Alternate Directors
2. Job descriptions of the role of Alternate International Director
3. Minutes of the previous annual International Board Meeting
4. Access to the online portal used to store important documents, past meeting minutes, and other relevant information.

*Approved 09/1999; revised 02/2024*

## **Policy On Compensation**

Two positions, the International Executive Director and the International Editor, are funded by the Society. Each has a position description outlining expected results for those positions in each program year. Therefore, the Board can establish a base compensation level and a procedure to determine annual adjustments based on a policy approved by the Board and implemented each year in conjunction with a review of the results of each position. This eliminates the need for the Board to engage in the extended discussions about compensation at its annual meeting.

The Board assigns to each position, based on the current job description, an appropriate level of compensation for the current year. Thereafter, the compensation is adjusted annually at a percentage equal to the published inflation rate for the United States. At the time of the annual review of each position, the Staff Review Committee should consider whether workload changes have occurred, such as the addition of new regions, requiring changes to the base compensation level. Although the inflationary increase would automatically go into effect as of January 1st of each year, any bonus or change in base compensation would require Board approval at the next annual meeting for implementation in the following fiscal year.

The Staff Review Committee composition includes the Chair, Vice Chair/Treasurer, President, and Vice-President, under the leadership of the Chair. It bears the responsibility to conduct an annual review of the performance required in the two positions. This includes reviewing the job descriptions to consider whether additional activity merits bonus consideration and to evaluate whether the scope of workload has substantially changed to merit review of the base compensation level. The Committee presents its recommendations to the Board at the annual Board meeting.

Because the inflationary increase goes into effect as of January 1st each year, the Staff Review Committee has between January 1st and the time of the annual meeting to review the positions to determine if a bonus recommendation or change in base compensation level is appropriate. This can be handled by phone, by email, etc. The Board can expect the Staff Review Committee to report at each annual meeting indicating the review has been conducted and that either a bonus or base compensation change is recommended or not. The inflationary increase does not require Board approval annually.

The base compensation level is changed each year by the inflationary increase, reflecting the Society's value for the position. A bonus does not increase the base compensation level. If the Board determines the base level needs to be increased to reflect expanded workload, that increase becomes the new base level upon which the following year's inflationary increase is calculated.

*Approved 09/1998; revised 02/2024*

## **Policy On The International Award Of Honor Guidelines and Criteria**

The candidate must be an active member at the time of the nomination. If the candidate happens to retire from the Society due to ill health or even passes away, the award would still be given.

The candidate must have been an active member for a minimum of ten (10) years.

The award should recognize exceptional and distinguished service to the Society and/or outstanding accomplishments in the field of plant propagation or production.

The International Award of Honor shall be presented to an individual selected by the hosting region of the International Tour and Board of Directors meeting.

The hosting region shall provide nomination documentation for the award to the IPPS International Board of Directors sixty (60) days prior to the preceding year's International meeting to be approved.

Should the region not submit a candidate for the award, the Award of Honor committee must decide if a suitable candidate can be selected from that region or there be a general call for nominations from all regions. All decisions for the Award must be completed at least three (3) months prior to the start to the International Tour so proper recognition preparations can be completed.

The Selection Committee Shall consist of the executive committee (President, Vice President, Chair, Treasurer and respective region).

The International Chair and/or Regional Director shall present the Award of Honor to the recipient at the hosting region's annual meeting.

The International will furnish a plaque, to be presented to the recipient as agreed by the Regional Director. The Executive Director and Regional Director shall decide who will write the dedicatory page in the *Combined Proceedings*.

Nominations for the Award of Honor are approved by the Regional Board of Directors and brought forward to the International Board of Directors by that Region's International Director.

Only one award recipient will be chosen per year.

*Adopted 05/1985; revised 09/1992; 09/1998; 09/2000; 02/2024*

### **Policy On Papers Prepared For The Proceedings**

The Proceedings of the International Plant Propagators' Society is our publication. Our motto is "To Seek and To Share" and the publication documents presentations made at each of the Region's annual meetings. Growers, Extension and research personnel and plant curators each make presentations based on their expertise and are of interest to all. It's importance as a scientific document is well established. It is also part of the "Mission" of IPPS.

*"The mission of IPPS, with a focus on the global community of those involved in horticultural plant production, is to share knowledge, information, and skills; to provide guidance and support for lifelong career achievements; to increase recognition of the profession; and to maximize the integration of research, education, and horticultural knowledge."*

Early presentations were typewritten and graphs completed by hand. Technology has evolved so today we use computer-based PowerPoint presentations that allow us to make dynamic presentations that are full of graphics. These are encouraged.

***PowerPoint presentations will not be accepted as a replacement for the text based paper.***

*Revised 02/2024*



## **New Regions Policy**

### **Base Principles for new regions**

- Membership of IPPS regions is individual, not corporate nor business.
- New regions are independent but must agree to be bound by rules of the International Body.
- Membership fees are set by the region but must include provision for payment of International membership fees.
- The governing motto of the Society “To Seek and Share” is the basis of what the Society does and any new regions must agree to the free exchange of information on plant production.

### **Guideline in establishing a new IPPS region**

An individual or group who has shown interest in establishing a new IPPS region would be encouraged to have people in that country or region join IPPS as an International Member. They should approach the International Board to discuss the process and to determine which current region will take on the mentoring role.

A member from the International Board of Directors would work with the proposed region membership through the IPPS International office, offering advice and providing exposure to other IPPS regions. The selected existing region would act as a sponsoring region who along with the IPPS International office would provide support until such time as sufficient membership levels are attained. The sponsoring region and the International office would provide guidance, direction and support in setting up the regional structure to support regional membership.

Members from the proposed region are strongly encouraged to participate in other regions activities. This could include arranging for exchange visits between members of the proposed region and the sponsoring region.

The new region will need its own board of directors, minimum level: President, Vice President, Secretary/Treasurer and one other director. They will also need a delegate to the International Board, known as International Director. This person can be a separate director or one of the office bearers. Some regions use the Immediate Past President in this role. There also needs to be an editor who records, collates and edits all the papers presented at the annual conference. Each region organizes its own events within the global framework of IPPS International.

To encourage new members and assist in the developing of the proposed region the IPPS International office would arrange for a “Proposed Region” website page be added to the new IPPS website. New members for the proposed region should join the sponsoring region and are encouraged to participate in events organized by that region.

### **Guidelines for New Region Development**

It is the aim of the Society under the direction of the International Board to expand the society’s membership through expansion areas leading to a potential region.

**EXPANSION AREA** – A group of members who reside outside existing geographical regional boundaries and who are interested in organizing a Potential Region.

### **Guidelines**

An existing Region may identify a potential recruitment area or the International Board may request a current region to take on the role of sponsoring an expansion area into a region. Those who reside outside an existing geographical Region may apply for International Membership via the IPPS website or join a preferred current region.

Once a sponsoring region has been selected a member of their board will take on the responsibility of managing the process. This person will become a member of the New Regions Committee (if not currently) and will work with the Chair of this committee to facilitate the new region. A recruitment coordinator or secretary will be identified within

the possible expansion area to invite potential members to area meetings within the area. It is assumed that they will take on a director role in the new region and act as the inaugural International Director.

The sponsoring region may apply for expansion funds from the International Board to finance recruitment efforts in the Expansion area. Meetings are held to encourage recruitment and demonstrate the aims of the Society and provide opportunity for local leadership.

The member of the Sponsoring Regions makes regular progress reports to the New Regions Chair who in turn keeps the International Board informed. If appropriate the member may also report direct to the International Board.

**Potential Region** – A group of members who are taking active steps toward full Regional status.

Once an Expansion Area has processed through the above guidelines and has enough members, local coordinator and a sponsoring region they will be treated as a Potential Region. The membership level at this point should be at least ten but if it is less but active then this will be sufficient. The Member from the Sponsoring Region will inform the International Board of the status of the new region. The International Board will then officially delegate the new region as a Potential Region. The New Regions Committee in conjunction with sponsoring region and new region's coordinator will determine the name and geographical boundaries. They will also appoint a 'committee' to manage the process comprised of at least one person from the sponsoring region and at least two from the new region.

The New Regions Committee in conjunction with the 'committee' will develop a budget and a plan for the process of developing the new region. This should include local area meetings, conferences and funds from the new members. It may also include a recommendation for a reduced membership fee for a period of years and an allowance for issues created by foreign currency exchange rates. This plan and budget will be submitted to the International Board or the International Executive if the board is not meeting in the near future.

Once local membership reaches 30 members a more formal local committee should be established with the positions of President, Vice President, Secretary/Treasurer and at least one other director filled by local members. The nominee from the Sponsoring region will have an active role on this committee as well. The International Board of Directors will finance the participation of a representative from the Potential Region to the annual meeting of the International Board of Directors on the same basis as a Region but without voting privileges.

At this stage the Potential Region should be proceeding as a region with annual meetings, area meetings, a newsletter etc. Sub-committees like membership, editorial, student etc should be organized and developed within the Region. The delegate of the sponsoring Region and/or the representative of the Potential Region makes a semi-annual review of progress to the International Board of Directors.

Once the new committee is established and has been running for a full year it will have the authority to approve new members. It will appoint an editor and will be required to submit conference papers translated into English no later than their second annual meeting. It will also need to set up membership categories, benefits and obligations for its local members. It will need to have fulfilled all commercial obligations as determined by its local governance rules and have its own bank accounts.

Once membership has reached 50 full members (who have been members for at least 12 months) and the above requirements have been the Potential Region can apply through the New Regions Committee to be recommended for full membership status. This recommendation will be put to the next face to face meeting of the International Board. They Board will vote on the acceptance of the new region and a two thirds majority of directors (present or by proxy) will need to approve for the region to be established. The recommendation will come as a motion from the New regions Committee and will include the following:

Region Name

Geographical Boundaries

Inaugural Office Bearers

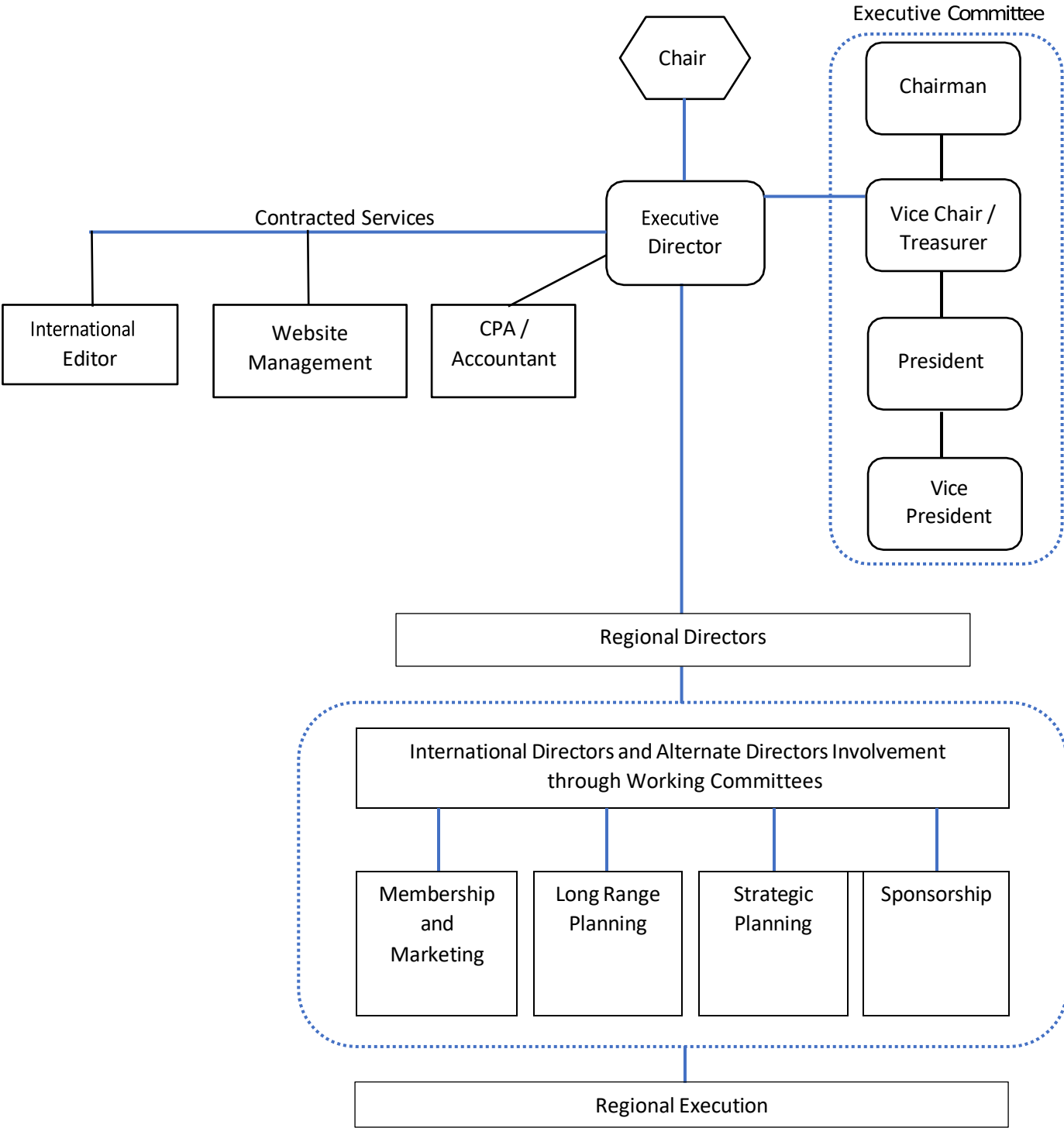
Position in the rotation of annual International Board Meetings.

If accepted the Region will be designated a full region and their delegate will take up their role as a director from the conclusion of the meeting at which the vote is taken. The delegate for the new region will be presented with<sup>18a</sup> a plaque

at the final dinner of the International Tour. As a full region the committee becomes the local board of directors and at this stage the delegate(s) from the sponsoring region cease to be on the committee – unless requested to stay but they will then have to join the new region. The new board will also need to appoint an Alternate Director to the International Board. All funds are entirely controlled by the new board and future funding from the International Board will be under the same rules and regulations as applies to all full regions. The International Office will ensure the new region has all the corporate artwork, files and information necessary to function as a full region.

*Approved 03/2021.*

# IPPS Leadership Structure



## **IPPS POSITION RESPONSIBILITIES**

### **DUTIES AND RESPONSIBILITIES OF THE INTERNATIONAL CHAIR**

The International Chair shall be the Chief Elected Officer of the Society and shall preside at all Society meetings; shall perform all duties as are provided for in the Constitution and Bylaws; and shall implement the policies of the Board of Directors and such other duties as usually are incidental to this office.

The responsibilities and duties of the International Chair are as follows:

1. Preside over all meeting of the International Board of Directors, including in-person meetings and meetings held via electronic conference. Prepare an agenda for the International Board meeting, with support from the International Director.
2. Appoint alternate directors for regions, if necessary, to participate in meetings of the International Board, based on recommendations of the International Director of the region.
3. Appoint all committees that are created during his/her term of office, with said appointments to serve only during his/her term of office.
4. Report on Society activities at all regional meetings at which he/she is present.
5. Call special meetings of the Board as may be deemed necessary.
6. Authorize electronic ballots for decisions which must be made between regularly scheduled meetings/conference calls.
7. Oversee any employees or contracted staff involved in administration or editorial activities associated with the IPPS International activities.
8. Lead the Staff Review Committee for the annual review of the International Executive Director and International Editor positions.

The International Chair is elected from those having recently served, or currently serving on the International Board, by the International Board of Directors for a period of three years, renewable one time. The International Budget covers the International Chair's economy travel and tour registration, starting in 2026.

*Approved 3/2012; revised 05/2012; revised 03/2025*

## **DUTIES AND RESPONSIBILITIES OF THE VICE CHAIR/TREASURER**

The International Vice Chair/Treasurer shall be the Chief Elected Financial Officer of the Society, overseeing the financial activities supported by the International Office, as follows:

The responsibilities and duties of the International Vice Chair/Treasurer are as follows:

1. Oversee the receipt and disbursement of funds of the International Society and International Office, through the employee or contracted staff position that carries responsibility for the day-to-day financial operations.
2. Oversee the management of the Society's investments, operating within the Investment Policy of the International Board, and with any outside financial consultants approved by the Board.
3. Report to the International Board of Directors on at least a quarterly basis the state of the Society's international finances, including income and expenses, as well as the balance sheet showing cash and invested assets.
4. Prepare and present to the International Board of Directors the annual budget proposal for the following fiscal/calendar year.
5. Chair the Finance Committee and facilitate the Committee's involvement in the preparation of the annual budget and other financial analyses and recommendations.
6. Facilitate the Finance Committee's review of any proposals for activities that have a budget impact for the Society, prior to their being presented to the International Board of Directors.
7. Participate as a member of the IPPS International Executive Committee, with the other officers.
8. Participate in the Staff Review Committee for the annual review of the International Executive Director and International Editor positions.
9. If physically located in the country in which the International Office is located, agree to be a signatory on the IPPS International Society bank accounts.
10. When the Chairman is unavailable for meetings, act in the Chairman's place and fulfill the duties required of the Chairman during those periods of time.

The International Vice Chair/Treasurer is an elected position, selected by the International Board of Directors for a term of three years, renewable one time. This should be on a staggered term from the Chairman, therefore, this position can be set for a term of four years, renewable once (for three years), if necessary to maintain the staggered terms. Starting in 2026, the International Vice Chair/Treasurer will have the economy travel covered for the International Tour each year.

*Approved 04/2012; revised 02/2024; revised 3/2025*

## **DUTIES AND RESPONSIBILITIES OF THE INTERNATIONAL PRESIDENT**

The responsibilities and duties of the International President are as follows:

1. Maintain sufficient knowledge of the International Society's affairs during the year so that the International President can be of assistance to the International Chair, if necessary.
2. Perform any special duties assigned by the International Chair or International Board of Directors.
3. Participate as a member of the IPPS International Executive Committee, with the other officers.
4. Participate in the Staff Review Committee for the annual review of the International Executive Director and International Editor positions.
5. Continue to oversee the planning and implementation of the International Tour and Board Meeting to be held in the year of the President's term of office, facilitating the involvement of the Region in the planning and management of all facets of the event. Communicate with the International Board as the itinerary is developed and handle questions and comments relating to the International Tour.
6. Arrange for the International Board Meetings to be held as part of the International Tour timeframe, providing adequate space and other amenities for the meeting, and submitting itemized costs for reimbursement by the International Society.

The International President is elected by the region of the respective International Tour and approved by the International Board for a period of one year, not to be renewed.

*Approved 03/2012; revised 02/2024*

## **DUTIES AND RESPONSIBILITIES OF THE INTERNATIONAL VICE PRESIDENT**

The International Vice President is an elected position, which includes the following responsibilities and duties:

1. Maintain sufficient knowledge of the International Society's affairs during the year so that the Vice President can be of assistance to the International Chair or the International President, if necessary.
2. Perform any special duties assigned by the International Chair or International Board of Directors.
3. Participate as a member of the IPPS International Executive Committee, with the other officers.
4. Chair the Award of Honor Committee, and facilitate the submission of the nominee from the region hosting the International Tour and Board Meeting two years hence by providing that region's International Director with the Award of Honor criteria and nomination form. Informing the Executive Director of the awardee as soon as possible.
5. As chair of the Award of Honor Committee, the Vice President will circulate for committee review the information about the nominee to receive the award for the following year, after which the Vice President will provide a recommendation to the International Board of Directors about the nominee for the Award of Honor for the year following the International Board Meeting.
6. Participate in the Staff Review Committee for the annual review of the International Executive Director and International Editor positions.
7. Begin planning for the International Tour and Board Meeting to be held in the Vice-President's Region during the following year, assuming the Presidency for that year.

The International Vice President is elected by the region of the respective International Tour and approved by the International Board for a period of one year, not to be renewed.

*Revised 05/1996; 09/1998; 08/2002; 03/2012; 02/2024*



## **DUTIES AND RESPONSIBILITIES OF THE INTERNATIONAL EDITOR**

The IPPS International Editor is an appointed position and is not considered an officer of the International Board of Directors. This position has no voting rights in relation to affairs of the Board.

Responsibilities of the International Editor are as follows:

The International Editor serves as the editor for the *Combined Proceedings* of the Society, facilitating their preparation and production into a format suitable for print and on-line publication. The International Editor may also perform other duties related to the sharing of the Society's knowledge base internally and with other organizations.

The Editor is employed by the Society as an independent contractor. The contract is renewable on a yearly basis contingent on a positive performance review by the Staff Review Committee. Salary is dependent on the extent of services provided.

Specific Duties Include:

1. Provide editorial services related to the publication of the IPPS Proceedings, conference presentations for digital postings, and other Society publications.
2. Oversee the Proceedings layout including manuscript format in a style suitable for print and on-line publication. Ensure figures, graphs and photos are of quality for publishing.
3. Prepare the front section of the Proceedings with regional lists of officers, committees, and awards. Working with the Executive Director for the year's summary, financial information, and in memoriam reports.
4. Verify with regional editors/presenters with galley proofs and make any final corrections before posting the final paginated pdf file versions to the International website.
5. Work with contracted print company to prepare a print version of the Proceedings.
6. Report to the Board on the preparation and publication of the Proceedings and posting of the digital presentations.
7. Assist regional editors on the submission of manuscripts in digital form for publication.
8. Be in attendance for International Board meetings.

The International Editor is appointed by Executive Committee for the terms of the contract, renewable each year.

*Revised 10/2007; 10/2012; 02/2024*

## **DUTIES AND RESPONSIBILITIES OF THE INTERNATIONAL EXECUTIVE DIRECTOR**

The IPPS International Executive Director is an appointed position and is not considered an officer of the International Board of Directors. This position has no voting rights in relation to affairs of the Board.

The International Executive Director serves as the recording secretary for the International Board, provides administrative support to the Board, and manages the affairs of the IPPS International Office.

Responsibilities of the International Executive Director are as follows:

1. Implement the policies and procedures provided for and directed by the International Board of Directors.
2. Assist the International Chair in arranging for meetings and conference calls of the Board, and facilitate other official communication among Board members as needed.
3. Assist the International Chair in the preparation of the agenda for each meeting and conference call of the Board, and gather or prepare all materials needed to support the agenda items to be discussed. Post materials on a website for Board review prior to conference calls, and produce digital copies of all documentation needed at physical Board Meetings.
4. Transcribe minutes from each meeting or conference call of the International Board, distributing the draft within 30 days and making all corrections for the archives.
5. Provide assistance to committees as requested, facilitating conference calls and email communications, preparing reports and other information as needed, and taking notes from conference calls as requested.
6. Maintain the safeguarding of the Society's funds in appropriate bank accounts and investment accounts, arranging for signatory parties each year, monitoring monthly statements, filing tax returns, and facilitating other financial procedures.
7. Prepare financial reports for the Treasurer on at least a quarterly basis, for distribution to the International Board. Prepare other financial reports as requested by the Treasurer and/or International Chair.
8. Assist the Treasurer/Finance Committee in the preparation of the annual budget for submission to the Board, and monitor income and expenses against the approved budget.
9. Facilitate the submission of forms for each year's Award of Honor nomination, assisting the Chair of the Award of Honor Committee (Vice President) in the process of recommending a nominee to the Board; assist in the production or reimbursement of the plaque for presentation.
10. Maintain and encourage open, ongoing communication with the Regional Secretary-Treasurers, including instructions about reporting membership numbers, develop and distribute a quarterly newsletter to IPPS members.
11. Facilitate conference calls among the Regional Secretary-Treasurers periodically throughout the year, including arranging the call time, preparing and sharing the agenda, facilitating the call discussion, and preparing/distributing notes following the calls.
12. Accept responsibility as a signatory on the IPPS International Society bank accounts, and sign all checks for authorized payments.
13. Arrange for the archiving and storage of IPPS International records and property, and protect the Society with appropriate insurance and legal support as needed.
14. Respond to inquiries about at-large membership, encouraging individuals to join IPPS, and facilitating the acceptance of these membership and annual renewals.
15. Monitor, maintain, and update appropriate reference documents for the International Board's information, posting these documents on the IPPS website for viewing and downloading by Board members as needed.

16. Prepare reports on membership and other Society activities in preparation for all meetings and conference calls of the International Board.
17. Oversee the activities of the International Office as follows:
  - a. Provide record-keeping for the Society's funds in appropriate bank accounts and investment accounts; arrange for the bank and investment firm to provide forms to verify signatory parties each year, provide financial reports from the accounting software as requested; provide information for use in filing tax returns; and facilitating other financial procedures as directed.
  - b. Oversee the archiving and storage of IPPS International records and property.
  - c. Maintain a current International database of membership records and work with the Regional Secretary-Treasurers in providing the information supporting that database.
  - d. Maintain the listing of members for all regions and the at-large member group on the IPPS website, requesting periodic updates of membership records from the Regional Secretary-Treasurers.
  - e. Receive, record, and deposit receipts from membership dues, interest on investments, and other sales. This includes preparation and distribution of invoices, reminders, memos, and receipts where necessary.
  - f. Prepare checks, electronic bank transfers, and other forms of payment for all financial obligations of the IPPS International Office, including electronic bank transfers where needed for international activities.
  - g. Maintain accurate accounting records for all receipts and disbursements of IPPS funds, as well as for investments.
  - h. Answer all inquiries via telephone, correspondence, or email, forwarding to the International Chair or other individuals as needed.
  - i. Maintain and process requests for any past issues of the *Combined Proceedings* in book or CD formats as might be available in inventory.
  - j. Communicate with Regional Secretary-Treasurers for database support, updated information on membership, information important to further communicate to members, etc.
  - k. Facilitate the collection of annual membership dues to the Society from each Region, including invoicing for reported membership numbers and persisting in collecting the monies due.
  - l. Participate in quarterly conference calls of the Regional Secretary-Treasurers, providing information about International Office activities and database training as requested.
  - m. Manage and continually update the IPPS International website, linking to regional websites, and instituting any new technology for continual improvement.
  - n. Process at-large memberships, including renewal invoices each year, and listings on the IPPS website.
  - o. Process forms received from International Board members for payment of travel expenses supported by the Society for each International Board Meeting, including arrangements for international bank transfers of funds.

The International Executive Director is hired by a hiring committee, formed by the International Board of Directors.

*Revised 04/2012; 02/2024*

## **DUTIES AND RESPONSIBILITIES OF THE INTERNATIONAL DIRECTORS**

The International Directors are selected by each Region of the Society to serve a two-year term of office beginning January first of the year following selection, and may serve up to two consecutive two-year terms.

The International Directors are voting members of the International Board of Directors, which is charged with the management and control of the affairs and of the property of the Society. The International Board authorizes and approves all contracts. The International Board has oversight of the business affairs of the Society, implemented through the International Executive Director as directed. The International Board also has oversight of the publishing affairs of the Society, implemented through the International Editor as directed.

The International Board of Directors has the authority to hire or contract with individuals or companies for performance of the functions assigned to the International Executive Director and International Editor, overseeing the responsibilities and delegating appropriate authority to these individuals and companies within the policies of the Board.

The responsibilities and duties of the International Directors are as follows:

1. Participate in all meeting of the International Board of Directors, including in-person meetings and meetings held via electronic conference. Directors are expected to review and be familiar with the agenda and all other materials provided prior to the meeting or conference call.
2. Review and be familiar with the governance documents provided to the International Board, posted on the IPPS website or other document sharing site.
3. Participate in the International Tour and the conference of the Region in which the tour is being hosted, as a representative of the International Board.
4. Participate in committees as determined by the Chairman, reporting at meetings and other times as needed to the full International Board.
5. Provide input to the International Board regarding the impact of various Board deliberations on the members in the Region represented by the Director.
6. Provide ongoing and regular communication to the Region's governance body and membership about the activities and decisions of the International Board of Directors when appropriate to do so, maintaining any confidentiality so noted by the International Board.
7. Assist the regional secretary in preparing two reports each year on activities within the Region, for submission to the International Office for distribution to the International Board. One report shall be submitted midway through the year, and the other at the year's end.

*Revised 04/2012; 02/2024*

## **DUTIES AND RESPONSIBILITIES OF THE INTERNATIONAL ALTERNATE DIRECTORS**

The International Alternate Directors are selected by each Region of the Society, and are encouraged to serve a two-year term of office beginning January first of the year following selection, and may serve up to two consecutive two-year terms.

The Alternate Directors are non-voting members of the International Board of Directors, except for instances in which the Alternate Director is serving in the absence of the International Director from the respective Region, in which case the Alternate Director may vote during that meeting.

The International Board is charged with the management and control of the affairs and of the property of the Society. The International Board authorizes and approves all contracts. The International Board has oversight of the business affairs of the Society, implemented through the International Executive Director as directed. The International Board also has oversight of the publishing affairs of the Society, implemented through the International Editor as directed.

The International Board of Directors has the authority to hire or contract with individuals or companies for performance of the functions assigned to the International Executive Director and International Editor, overseeing the responsibilities and delegating appropriate authority to these individuals and companies within the policies of the Board.

The responsibilities and duties of the International Alternate Directors are as follows:

1. Participate in all meeting of the International Board of Directors, including in-person meetings and meetings held via electronic conference.
2. Alternate Directors are expected to review and be familiar with the agenda and all other materials provided prior to the meeting or conference call.
3. Communicate regularly with the International Director from the same Region to insure full understanding and clarity about the matters under discussion by the International Board of Directors.
4. Review and be familiar with the governance documents provided to the International Board, posted on the IPPS website.
5. If possible, participate in the International Tour and the conference of the Region in which the tour is being hosted, as a representative of the International Board.
6. Participate in committees as determined by the President, reporting at meetings and other times as needed to the full International Board.
7. Assist the Director in providing ongoing and regular communication to the Region's governance body and membership about the activities and decisions of the International Board of Directors when appropriate to do so, maintaining any confidentiality so noted by the International Board.

*Revised 04/2012; 02/2024*

# Antitrust Policy

## Introduction

This Antitrust Policy outlines the guiding principles and standards of conduct for the IPPS, International, and its directors, employees, volunteers, and representatives with respect to antitrust laws. The primary purpose of this policy is to ensure strict adherence to antitrust regulations, promote fair competition, and prevent any actions that could potentially lead to anti-competitive behavior within the scope of our non-profit activities.

## Objectives

- a. **Compliance:** To ensure that all activities and interactions carried out by IPPS and its representatives fully comply with applicable antitrust laws and regulations.
- b. **Risk Mitigation:** To identify, address, and minimize the risks associated with potential antitrust violations through education, awareness, and enforcement of this policy.

## Prohibited Conduct

- a. **Price Fixing:** Any agreement or discussion with competitors to fix prices, establish pricing policies, or control pricing strategies is strictly prohibited.
- b. **Market Allocation:** Agreements or understandings with competitors to divide markets, customers, territories, or products are strictly prohibited.
- c. **Bid Rigging:** Engaging in any anti-competitive practices that manipulate the competitive bidding process, including collusive bidding and bid rotation, is prohibited.
- d. **Monopolization:** Actions that could lead to monopolization or anti-competitive behavior that harms competition or stakeholders are prohibited.
- e. **Tying and Bundling:** Forcing beneficiaries or partners to accept one product or service as a condition for another is not allowed unless it serves a legitimate non-profit purpose.
- f. **Boycotts:** Participation in group boycotts or coordinated refusals to engage with specific parties, suppliers, or stakeholders is strictly prohibited.

## Reporting and Enforcement

- a. **Reporting:** Any suspicions of potential antitrust violations or concerns related to antitrust matters should be reported to the designated compliance officer or appropriate authority.
- b. **Investigations:** Allegations or suspicions of policy violations will be investigated promptly and thoroughly. Full cooperation with investigations is expected.
- c. **Disciplinary Action:** Violations of this policy may lead to disciplinary actions, including but not limited to termination of engagement, legal action, or other appropriate measures.

## Relationships with Competitors

- a. **Competitive Discussions:** Conversations with competitors shall be limited to legal and legitimate topics, such as industry standards, best practices, and general market conditions.
- b. **Trade Associations:** Participation in trade associations and industry groups should be conducted in compliance with antitrust laws and should not involve discussions that might lead to anti-competitive actions.

## Review and Amendments

This Antitrust Policy will be reviewed periodically to ensure its effectiveness and alignment with evolving laws and regulations. Amendments may be proposed and adopted as necessary.

## Conclusion

Adhering to antitrust laws and maintaining ethical behavior is integral to the reputation, credibility, and success of IPPS. This policy serves as a cornerstone for ethical conduct, preventing anti-competitive behavior, and ensuring that our non-profit endeavors adhere to the highest legal and ethical standards while advancing our mission for the greater good.

Printed Name \_\_\_\_\_

Region Representing \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

## Board Spending Policy

This Board Spending Policy outlines the principles and guidelines governing the expenditure of funds by the board members of IPPS, International Region. The purpose of this policy is to ensure responsible and transparent financial management, promote the organization's objectives, and maintain the highest standards of governance.

### Objectives

The objectives of this policy are as follows:

- a. **Financial Responsibility:** To ensure that all board members act prudently and ethically when making financial decisions on behalf of the organization.
- b. **Transparency:** To provide clear guidelines for the appropriate and responsible use of organization funds.
- c. **Alignment with Mission:** To align all spending decisions with the organization's mission, values, and strategic goals.
- d. **Accountability:** To establish a framework for accountability by outlining the roles and responsibilities of board members in financial matters.

### Authority and Responsibility

- a. **Board Approval:** Any expenditure requiring funds beyond the pre-approved budget must be approved by a majority vote of the board members during a formal board meeting.
- b. **Budget Allocation:** The board shall develop an annual budget that outlines the organization's financial priorities and limits. This budget will serve as a guide for spending decisions.

**Permissible Expenditures – Reimbursement for International Tour Flights:** The International Budget will reimburse the Delegate only (the alternate may be reimbursed only if the delegate is unable to attend) for the cost of their flight or car rental for attending the International Tour. All flights must be coach-fare only. Any flight upgrades will be paid by the Delegate. Car rentals will only be paid for getting to and from the Tour, not the full duration of the tour, unless previous approval is made by a majority vote of the Executive Committee of the International Board.

### Restrictions and Prohibitions

- a. **Personal Use:** Board members shall not use organization funds for personal expenses or gain.
- b. **Non-Compliance:** Any spending that violates this policy or applicable laws and regulations is strictly prohibited.

### Reporting and Documentation

- a. **Records Keeping:** Accurate and detailed records of all expenditures, including invoices, receipts, and approvals, must be maintained.
- b. **Regular Reporting:** The board shall receive regular financial reports to ensure transparency and oversight.



**Review and Amendments**

This policy shall be reviewed regularly by the board to ensure its effectiveness and relevance. Amendments may be proposed and adopted by a majority vote during a board meeting.

**Conclusion**

This Board Spending Policy is a critical component of our organization's commitment to responsible financial management and accountability. Adhering to these guidelines will ensure the prudent and ethical use of resources, advancing our mission while upholding the highest standards of governance.

Printed Name \_\_\_\_\_

Region Representing \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

# **Code of Ethics Policy**

## **Introduction:**

The IPPS non-profit organization is committed to conducting its operations and fulfilling its mission with the highest standards of integrity, transparency, and ethical conduct. This Code of Ethics outlines the principles and values that guide our actions and interactions, ensuring that we make a positive impact on the members we serve and maintain the trust and respect of our stakeholders.

## **Integrity and Honesty:**

- a. We will act honestly and transparently in all our dealings, striving for accuracy and truthfulness in our communications and representations.
- b. We will uphold the highest ethical standards and avoid conflicts of interest that could compromise the best interests of our organization, beneficiaries, donors, volunteers, and partners.

## **Accountability and Transparency:**

- a. We will be accountable for our decisions and actions, ensuring that we use our resources responsibly and efficiently to achieve our mission.
- b. We will provide accurate and timely information about our activities, financial status, and governance to our stakeholders.

## **Respect and Inclusivity:**

- a. We will treat every individual with respect and dignity, regardless of their background, identity, or beliefs.
- b. We will create an inclusive and welcoming environment that values diversity and promotes equal opportunities for all.

## **Donor and Volunteer Relations:**

- a. We will respect the intentions of our donors, sponsors, and the contributions of our volunteers, recognizing their vital role in supporting our mission.
- b. We will use donations, sponsorships, and resources prudently and in alignment with our stated objectives.

## **Confidentiality and Privacy:**

- a. We will handle sensitive information and personal data with the utmost care, ensuring confidentiality and complying with relevant data protection laws around the world.

**Legal and Regulatory Compliance:**

- a. We will adhere to all applicable laws, regulations, and standards, maintaining the necessary licenses and permissions to operate as a non-profit organization.

**Continuous Improvement:**

- a. We will regularly evaluate our programs, operations, and practices, seeking ways to improve our effectiveness and the impact we have on our communities.

**Conclusion:**

This Code of Ethics reflects our commitment to upholding the values that define IPPS. As an IPPS Board Member, I will embrace and uphold these principles in my interactions and contributions to the mission of IPPS.

---

Printed Name \_\_\_\_\_

Region Representing \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

## **Conflict of Interest Policy**

### **Approved pre-2020**

#### **Article I: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Article II: Definitions**

**Interested Persons:** Any director, principal officer, or member of a committee with governing board delegated powers, employee or family member, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **Article II: Procedures**

##### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV: Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V: Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI: Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article VII: Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length

bargaining.

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article VII: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## Conflict of Interest Certification Form

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Board Position(s) Held: \_\_\_\_\_

\_\_\_\_\_ I hereby certify that to the best of my knowledge and at the present time, I have no conflicts of interest as described in International Plant Propagators' Society conflict of interest policy and specifically: a) no direct business relationship with the organization other than as an officer, director, trustee or employee; b) no indirect business relationship through ownership of more than 35% in another entity; c) no family member who has a direct or indirect business relationship with the organization; and d) no family relationship or business relationship with any other officer, director, trustee, or key employee.

\_\_\_\_\_ I believe I have or may have a conflict of interest as described in International Plant Propagators' Society Conflict of Interest policy and will complete and submit to the board president, an International Plant Propagators' Society Conflict of Interest Disclosure statement.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have received, read, do understand, and agree to abide by International Plant Propagators' Society Conflict of Interest Policy.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

This form is to be completed annually and submitted to the board president by December 31 of each year.



## **Conflict of Interest Disclosure Statement**

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Board Position(s) Held: \_\_\_\_\_

I believe I have or may have a conflict of interest as described in International Plant Propagators' Society Conflict of Interest Policy. The nature of the conflict of interest or potential conflict of interest is described below.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have read, do understand, and agree to abide by International Plant Propagators' Society Conflict of Interest Policy.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## Document Retention Policy

### Approved 2-14-12 peh

Officers, directors, subcontractors, agents or representatives of the International Plant Propagators' Society (IPPS) may not take any action, directly or indirectly, to destroy, alter, mutilate or conceal any document or written (including electronically) evidence (herein collectively referred to as the "Protected Document") with the intent to impair the integrity of the Protected Document or the availability of the Protected Document for use in an official legal proceeding involving IPPS.

Recognizing that IPPS' International Office does routinely destroy documents which are no longer deemed to be needed in connection with the operation of the business of IPPS, no person shall be in violation of this policy unless the action taken by such person involves one or more specific legal proceedings involving the Society and the person has direct knowledge of the existence of such legal proceedings.

The IPPS International Office shall retain documents for the period of their immediate or current use, unless located in the following document retention schedule. Documents that are not listed, but are substantially similar to those listed in the schedule shall be retained for the appropriate length of time.

| Type of Document   | Minimum Requirement        |
|--|----------------------------|
| Accident reports and claims  | 7 years                    |
| Accounts payable/receivable ledgers and schedules  | 7 years                    |
| Audit reports and Financial Review reports   | Permanently                |
| Bank Reconciliations and bank statements   | 5 years                    |
| Checks (for important payments and purchases)  | Permanently                |
| Checks (cancelled, general)  | 7 years                    |
| Contracts, mortgages, notes and leases (expired)   | While active + 7 years     |
| Contracts (still in effect)  | While active + 7 years     |
| Correspondence (general)   | 3 years                    |
| Correspondence (legal and important matters)   | Permanently                |
| Depreciation Schedules   | Life of equipment +3 years |
| Duplicate deposit slips  | 2 years                    |
| Employee records (after termination) and applications  | 3 years                    |
| Expense Analyses/expense distribution schedules  | 7 years                    |
| Financial Statements, year-end   | Permanently                |
| Insurance Policies (expired)   | 3 years                    |
| Insurance records, current accident reports, claims, policies, etc.                                    | Permanently                |
| Internal Revenue Service exemption application, determination letter, examination findings and rulings | Permanently                |
| Invoices (to customers, from vendors)  | 7 years after payment      |
| Membership applications  | 3 years                    |

|   |                        |
|---|------------------------|
| Minutes, bylaws, articles of incorporation, and charter | Permanently            |
| Notes and/or minutes from committees meetings           | Permanently            |
| Service contracts                                       | While active + 3 years |
| State tax exemption notifications                       | Permanently            |
| Tax returns and worksheets                              | Permanently            |

2-14-12 *peh*

Printed Name \_\_\_\_\_

Region Representing \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

# **Nonprofit Policy Against Harassment**

## **1. Purpose and Scope**

This policy outlines the commitment of IPPS, a nonprofit organization, to providing a safe and respectful environment for all employees, volunteers, beneficiaries, clients, donors, and any other individuals associated with our organization. This policy strictly prohibits any form of harassment, discrimination, or retaliation.

## **2. Definition of Harassment**

Harassment includes any unwelcome conduct, verbal, nonverbal, or physical, that is based on race, color, religion, sex, sexual orientation, gender identity, national origin, age, disability, or any other protected status under applicable laws. Harassment can take various forms, including but not limited to:

- Verbal harassment, such as offensive jokes, slurs, or derogatory comments.
- Nonverbal harassment, including offensive gestures, images, or symbols.
- Physical harassment, such as unwelcome touching, blocking someone's movement, or any other physical interference.
- Cyber harassment, including online bullying, threats, or any other digital communication that creates a hostile environment.

## **3. Reporting Procedure**

Any individual who believes they have experienced or witnessed harassment is encouraged to report it promptly. Reports can be made to the Executive Director, any regional secretary, or regional and/or International board member.

Reports should include as much detail as possible, such as the nature of the incident, names of involved parties, witnesses, date, time, and location. However, the absence of detailed information should not deter someone from reporting, as a prompt response is crucial.

## **4. Confidentiality and Non-Retaliation**

Reports of harassment will be handled with sensitivity and discretion. IPPS will make every effort to protect the privacy of all parties involved, consistent with the need to conduct a thorough investigation. Retaliation against individuals who report harassment or who participate in an investigation is strictly prohibited and will result in disciplinary action as determined by the IPPS International Executive Committee.

## **5. Investigation Process**

Upon receiving a report of harassment, IPPS will promptly initiate a thorough and impartial investigation. The investigation will involve collecting information from all relevant parties and witnesses. The organization will strive to reach a conclusion based on the available evidence.

## **6. Corrective Action**

If it is determined that harassment has occurred, appropriate corrective action will be taken, to be determined by either the regional or international board of directors or respective executive committees. IPPS is committed to taking action that ensures the safety and well-being of its members.

## **7. Review and Amendment**

This policy will be reviewed periodically to ensure its effectiveness and relevance. Any necessary amendments will be made to align with changing laws and best practices.

By adhering to this policy, IPPS is committed to fostering a positive and inclusive environment where all individuals are treated with respect and dignity.

Printed Name \_\_\_\_\_

Region Representing \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

## **Whistleblower Policy**

A whistleblower as defined by this policy is an employee of International Plant Propagators' Society who reports an activity that he/she considers to be illegal or dishonest to one or more of the parties specified in this Policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

Examples of illegal or dishonest activities are violations of federal, state or local laws; billing for services not performed or for goods not delivered; and other fraudulent financial reporting.

If an employee has knowledge of or a concern of illegal or dishonest fraudulent activity, the employee is to contact his/her immediate supervisor or the Executive Director. The employee must exercise sound judgment to avoid baseless allegations.

Whistleblower protections are provided in two important areas -- confidentiality and against retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. The Company will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact the Executive Director or Chairperson of the Board immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

All reports of illegal and dishonest activities will be promptly submitted to the Executive Director who is responsible for investigating and coordinating corrective action.

Employees with any questions regarding this policy should contact the Executive Director.

*Approved pre-2020, need to confirm date.*

## Future International Tour Site Regions

|      |   |
|------|---|
| 2024 | Southern Africa (February/March)  |
| 2025 | New Zealand   |
| 2026 | Eastern Region of North America (September)   |
| 2027 | Australia (September)   |
| 2028 | Western Region of North America   |
| 2029 | Europe  |
| 2030 | Japan*  |
|      | *If no longer a region, either start the list back at SRNA or place India in this spot if a formal region at that point |
| 20** | Southern Region of North America (October)  |

### Notes:

1. The rotation was originally set up to give as much evenness as possible in moving from a spring to a fall meeting and also to travel in and out of the USA.
2. New regions will be slotted in the next available “Continent Group” Position, pushing regions down the list. It is suggested that there be a 5 year minimum period between election and hosting, in order that a new region be given a chance to demonstrate “stability”, and to not disrupt planning of those regions expecting a forthcoming meeting.
3. It is still the policy that the International Board President will serve as President during the year in which their region is the host.

*Revised 02/2024*



## **POLICY AND PROCEDURES FOR THE INTERNATIONAL TOUR AND BOARD MEETINGS**

### **POLICY STATEMENT**

*At its Board of Directors meetings in September of 2010, the International Board of Directors approved the following policy for Regions to follow in scheduling the International Board Meetings and accompanying tours. The Policy is effective with the International Tour and meetings in 2012.*

1. The amount of time allocated for meetings of the International Board during that seven-day period shall be no less than around four (4) hours of meeting time.
2. The Region should plan the schedule of participation by the International Board as is best for their region and scheduling but it should include: time for informal introductions, the board meeting, and potential committee meetings.
3. The International Tour would likely be geographically closer to the site of the conference to encourage more participation by regional members, and might be integrated as part of the Region's conference tour program.
4. Regions are encouraged to plan either a pre-conference tour or a post-conference tour to facilitate more camaraderie for the International Board as well as opportunities for interaction with other members. These tours can be in any geographic location the region desires, and can include as many days as the region desires. These tours would continue to be separately priced to International Board members and any other international or regional members interested in participating.
5. The International Tour should consider non-member spouses and other guests who have interests in shopping and cultural exposure, allowing time for participants to experience the full flavor of the region.
6. The tour schedule should be structured to allow sufficient time for participants to network with each other in informal settings, to build the sense of community within the International Board.
7. Tour stops should reflect "state of the art" operations, with the focus on offering the best educational experience the region can exhibit, even if some stops do not have current IPPS members. Stops should cover the broad spectrum of IPPS interests – propagation, production, mechanical, marketing, and all other aspects of nursery production.
8. The International Tour and Board Meeting should be priced to include the cost of attending the regional conference, again encouraging the region to utilize the International Board members for presentations, and encouraging the International Board members to participate in the regional activities.
9. The International Tour cost should include as many meals as possible (including entrée, dessert, 2 cocktails, and gratuity). If meals are not provided, the region should have a list of suggested restaurants nearby for those needing a meal. Additionally, regions may find it a benefit to request hotels add breakfasts to the master bill and budget that everyone will eat breakfast. (In reality, not all will eat breakfast and those that do not will undoubtedly improve the host region's bottom line).



10. All attempts should be made to have hotel accommodations for more than one night in each hotel.
11. All attempts should be made to avoid long bus drives after dinner/late at night, specifically if a hotel change is occurring that night. This prevents people getting into a new hotel late at night and needing to get settled into the room and prepared to leave early again the next morning for another tour event.
12. Reminder of additional budget items: bus drivers will likely be comped for everything, snacks and drinks, miscellaneous, airport shuttles on both ends (if not provided by hotel), end-of-tour photo book, additional hotel fees (such as a resort fee, local tax, etc.).

## **PROCEDURES**

The following procedures are presented as a guide for IPPS International Board Meetings. Regions may utilize their autonomy and go beyond these guidelines to extend hospitality unique to their specific area.

1. The International Director from the hosting region will advise the International Board and the International Office of the expected dates for the International Tour and Meetings as far ahead as possible, ideally two years ahead of the planned event.
2. The rooms for International Board Meetings should be large enough to accommodate the entire Board of Directors and Officers plus any support staff. A room to comfortably seat 25 persons around a Board table should be adequate. Arrangements for any electronic or audio-visual equipment to be available for the Board's meetings will be handled by the regional host according to instruction from the International Office.
3. If instructed by the International Board, the region will arrange for a competent individual to serve as the recording secretary for the meetings, taking minutes to be transcribed and transmitted electronically to the International Office within two weeks of the final International Board meeting.
4. The costs associated with hosting the International Board Meetings will be paid from the International Office budget. The region should pay these costs and be reimbursed by the International Office through submission of an invoice.
5. All information describing the event, as well as registration materials, will be sent electronically to the International Office for further distribution to the International Board members and for posting on the IPPS website.
6. The registration fees for the International Tour and participation in the Regional Conference will be paid individually by those attending.
7. The International Office will pay the travel expenses for participation by the International Regional Directors, International Editor, International Chair, International President, International Vice President, and International Treasurer. The International Office will pay, with yearly Board approval, any International Office staff expenses for the International Tour and Meetings, including any pre- or post- conference tours.
8. Regional Program Chairs are encouraged to invite International Directors to appear on the conference program.
9. Regional boards should consider an informal gathering the evening prior to the conference to allow Regional members to meet the Board.
10. When possible, the Regional Site Committee should consider meeting the various International Board members at the airport upon their arrival.

11. The Regional Site Committee should arrange transportation from the final conference or post-tour location to the airport from which the International Board members and staff will be leaving. Payment for such transportation can be the individual's responsibility, but arrangements should be determined before the end of the conference/tour.

### **Cancellation Policy**

It is highly recommended that all attendees purchase their own trip insurance to cover any cancellations.

It is recommended that all regions hosting an International Tour have a cancellation policy in place for registrants.

An example simple or detailed refund policy is listed below (each region can modify or select the parts they want to use for their purposes).

- **Basic Cancellation Period and Fees:**

1. Cancellations must be made in writing or via email within 30 days of the start of the International Tour in order to receive a refund, minus applicable processing fees. Within 30 days of the start of the tour, all fees are non-refundable.

- **Detailed Cancellation Process:**

Refund Process:

1. Refunds will be processed within 14 business days from the date of the approval of the cancellation request.
2. The refund amount will be credited back to a payment method agreed upon with the participant and IPPS.

Exceptions:

1. In cases of documented medical emergencies or unforeseen circumstances, the cancellation fee may be waived or adjusted at the discretion of the region hosting the International Tour.
2. IPPS reserves the right to cancel a trip due to unforeseen circumstances beyond its control (including but not limited to natural disasters, acts of war, government restrictions, or pandemics, etc.) and will work with each registered participant for refunds.

Trip Interruption:

1. No refunds will be provided for any portion of the trip missed by the participant, unless agreed upon between the participant and the region hosting the Tour.
2. Participants are encouraged to secure travel insurance to cover unforeseen interruptions.

Name Changes/Registration Transfer:

1. Name changes and/or full transfer of a registered participant to another unregistered participant are allowed up to 14 days prior to the start date of the Tour, with approval of the hosting region, with no additional fees.

Communication:

1. Cancellation requests must be submitted in writing via email or through other official communication channels provided by the International Tour hosts.

Minimum Participants:

1. IPPS reserves the right to cancel an International Tour if there is not enough interest. In such cases, participants will be offered a full refund.

Approved 10/1987; revised 12/1990, 09/1992, 08/1995, 04/1996, 09/1997, 09/1998, 10/1999, 06/2003, 12/2010; 05/2011; 02/2024

## Master Calendar To-Do Lists

### Executive Director:

#### Month before International Tour:

- Gather all documents for International Board Meeting during Tour
- Check all plaques are ordered for awards

#### Each Month:

- Pay website company
- Pay web hosting company
- Pay contractors
- Financial reconciliations

### January –

- Staff review and salary discussions (Staff Review Committee)
- Update and pay insurance policy (Executive Director)
- Update website: Award of Honor, Past Presidents for Regions, Awardees for Regional Awards, Leadership (Executive Director)

### February –

- Long Range Planning Committee Meeting

### March –

- Board Meeting (All Board Members)
  - o Long Range Planning Committee Meeting
- Renew Curran Publishing Contract (Board Approval; Executive Director to update)
- Investment Committee Meeting

### April –

### May –

### June –

- Board Meeting (All Board Members)
  - o Regional Reports due for Meeting (Directors and/or Regional Secretaries)
  - o Investment Committee Report
- Renew Zoom Pro Account & Webinar License (Board Approval; Executive Director to update)

### July –

- Pay International Editor (Executive Director)

### August –

### September –

- Board Meeting (All Board Members)

October –

- Strategic Planning Committee Meeting

November –

- Work on Budget for next year (Financial Committee)

December –

- Board Meeting (All Board Members)
  - o Regional Reports due for Meeting (Directors and/or Regional Secretaries)
  - o Strategic Planning Committee Report
  - o Present budget for approval
- Update/Renew International Editor contract for following year (Executive Director)
- Write and post on website the yearly summary (Executive Director)
- Pay Webmaster (Executive Director)