

NORTHWEST



NW-AIRS
611 South Lane St
Seattle WA 98104

NORTHWEST ALLIANCE OF INFORMATION & REFERRAL SYSTEMS

Board Policies and Procedures

(10/15 update)

Northwest Alliance of Information & Referral Systems
Board Policies and Procedures

Board Policies and Procedures

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Executive Board

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Board of Directors

Emily Berndt (2/15-10/15) (10/15-10/17)

Director of Partnerships

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Beth Jackson, (interim 1/13-10/13), (10/13-10/15) (10/15-10/17)

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Mike Mullins, (2/15-10/15) (10/15-10/17)

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Teresa Sanchez, (10/13-10/15) (10/15-10/17)

211 Call Center Supervisor

People for People

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Renee Yandel, (10/12-10/14), (10/14-10/16)

Program Director

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Email: ryandel@hivalliance.org

**Northwest Alliance of Information and Referral Systems
(NW-AIRS)
REGIONAL ASSOCIATION BYLAWS:**

ARTICLE 1: NAME

Section 1: Name: The name of this public-benefit corporation, as defined under ORS 61.311, shall be Northwest Alliance of Information and Referral Systems, (hereinafter referred to as the “corporation”), which is an affiliate of the Alliance of Information and Referral Systems (AIRS).

ARTICLE 2: MISSION

Section 1: Mission: The mission of the Northwest Alliance of Information and Referral Systems (NW-AIRS) is to:

- develop and maintain a high quality, coordinated network of information and referral, information and assistance, and resource and referral professionals in the northwest;
- promote excellence and accessibility in the field of information and referral; and
- advance the professionalism of the membership

ARTICLE 3: STRUCTURE

Section 1: Structure: The structure of the corporation shall include at least the following: 1) a body of members, 2) a Board of Directors, 3) Officers of the corporation, and 4) standing committees. The Chair of the membership committee shall be the liaison person with the chairperson of the AIRS membership committee.

ARTICLE 4: MEMBERSHIP

Section 1: Effective January 1, 2006 membership in NW-AIRS will be included in AIRS membership based on the structure established by AIRS.

Section 2: Dues: All dues shall be paid directly to AIRS based on the adopted schedule. No individual or organization shall qualify as a member of NW-AIRS until payment of annual dues is made in the amount established by AIRS. All payments are to be received by AIRS and membership information is provided to NW- AIRS. Membership runs on a calendar year basis from January 1 to December 31.

Section 3: Termination: Any membership may be terminated by majority vote of the Board of Directors for cause. The decision may be appealed by requesting a hearing by the Board of Directors.

ARTICLE 5: MEETINGS OF THE MEMBERSHIP

- Section 1: Annual Business Meeting:** There shall be an annual business meeting of the membership during each calendar year to be held at such time and place as the Board of Directors determines. Written *or electronic* notice of the time and place shall be given to each member at least 30 days in advance of the meeting. During this meeting, newly elected Board Officers and Directors shall be announced, and an accounting of the business transactions of the past year, as conducted by the Board of Directors, shall be reported to the general membership. Any item that requires a vote of the membership may be voted upon by the membership by mail or electronic means prior to the meeting in order to facilitate membership participation. All items being voted upon must meet the quorum and notification requirements.
- Section 2: Special Meetings:** Special meetings of the membership may be held on call by the Chair of the Board of Directors or on the request of one-eighth or more of the membership in writing to the chair of the Board. Notice of time and place and purpose of the special meeting shall be delivered by mail, fax or e-mail to each member at least 15 days in advance of such meeting.
- Section 3: Quorum:** 20% of the current paid membership shall constitute a quorum for the transaction of business at any duly noticed meeting of the membership. Any action taken by the majority of those voting shall be the action of the membership. Any meeting at which less than a quorum is present may be postponed to a later date by those present.
- Section 4: Parliamentary Procedure:** All meetings of the members of the corporation, the members of the Board of Directors or of the Committees shall be governed by the parliamentary rules and usages contained in the current Robert's Rules of Order.
- Section 5: Voting:** Each member in good standing shall be eligible to cast one vote on each question placed before the membership for approval. Voting may be in person, e-mail, fax, or by mailed ballot, as determined by the Board.

ARTICLE 6: DIRECTORS

- Section 1: General Powers:** The business and affairs of the corporation shall be managed by its Board of Directors.
- Section 2: Number:** The number of directors of this corporation shall not be less than seven and not more than twenty.

- Section 3: Membership:** The board shall be representative of the region at large: Oregon, Washington and Idaho and include rural and urban agencies. Directors of the corporation must be members of AIRS and NW-AIRS. Not more than one agency representative from any one agency may serve on the board, in any capacity, in any given term.
- Section 4: Term of Office:** Directors shall be elected for two-year terms and may serve three consecutive terms, or six years. The tenure limit may be waived by a vote of the Board of Directors.
- Section 5: Election:** The Nominating Committee will submit names of prospective board candidates for the approval of the membership. The Board of Directors will be elected by a mail-in, e-mail, or fax, ballot and announced at the annual meeting. The Board will be elected by a majority vote of members casting ballots. In the event that the board votes to increase its size, newly recruited directors will be approved by a majority vote of the Board. These Directors will begin participation immediately, and will serve in the interim until the next annual meeting of the membership. At that time, they may be nominated for a regular term. The Board may vote at this time to create a special three-year term if that will minimize unusual Director turnover for that election.
- Section 6: Meetings:** The Board of Directors shall have regular meetings no less than twice a year. The Board of Directors may set regular, periodic meeting times and places. These meetings may be done through the use of telecommunications. Upon missing three consecutive meetings a Director shall be deemed to have resigned.
- Section 7: Appointments:** Any interim vacancy on the Board of Directors shall be filled by a majority vote of the Board. The Director so approved shall serve in the interim until the next annual meeting of the membership. At that time, the Director shall be up for election to a regular term.
- Section 8: Special Meetings:** Special meetings may be called at any reasonable time and place, upon the call of the Chair of the Board, or any three directors. Notice of the time and place of each special meeting shall be given by the Secretary or persons calling the meeting by mail, telephone, fax, e-mail or personal delivery at least seven days in advance of the meeting. The purpose of the meeting shall be given in the notice.
- Section 9: Quorum and Voting:** An attendance of five Board members, with at least one being from the officer shall constitute a quorum for all purposes. A quorum at the Board of Directors meeting shall establish policy for the Board of Directors.
- Section 10: Actions by Written Consent:** Any action approved in writing by all of the members of the Board of Directors shall be the action of the directors, notwithstanding that no meeting has taken place.

Section 11: Conflict of Interest: Both the directors and officers of the corporation have a fiduciary relation with the corporation that demands they serve the best interest of the corporation rather than their own personal and/or organizational financial interest. The fiduciary duty the directors owe the corporation also prohibits any conflict of interest arising from a situation where a director's family member or organization benefits from the director's position on the board, financial or otherwise. In the event a conflict of interest cannot be avoided, the conflict should be disclosed to the Board and the director would abstain from the discussion and the vote.

Section 12: Compensation: No member of the Board of Directors shall be compensated for her/his services as a board member of the corporation.

Section 13: Removal: Any member of the Board of Directors may be removed for cause upon majority vote of the entire Board of Directors, taken at any organizational meeting, provided each Director has been given at least 10 days written notice that such action is being considered.

ARTICLE 7: OFFICERS

Section 1: Officers Designation: The Officers of the corporation shall be the Chair, Vice-Chair, Secretary and the Treasurer, each of whom will be elected by the Board of Directors. The Officers of the corporation must be members of AIRS.

Section 2: Removal: Any Officer elected or appointed by the Board may be removed for cause by a majority vote of the Board.

Section 3: Election and Term of Office: Officers shall be elected for two-year terms and shall hold office until their term expires or a written letter of resignation is received. The election of the Treasurer and Secretary positions shall occur on alternating years from the Chair and Vice Chair positions.

Section 4: Duties of the Officers:

A: The Chair: The Chair shall preside at all meetings of the Board of Directors. The Chair may be a signatory for checks, drafts, and/or notes. The Chair shall be an *ex officio* member of all Committees, and shall have such powers of supervision and management as may pertain to the office of Chair and perform such duties as may be designated by the Board and operating rules.

B: The Vice-Chair: The Vice-Chair, in the event of absence, resignation, disability or death of the Chair, shall assume all powers and perform all duties of that office. The Vice-Chair shall perform other duties as the Chair and Board may designate.

C: The Secretary: The Secretary shall maintain the minutes of all meetings of the corporation and all official documents. The Secretary

shall handle and disseminate all corporation correspondence. The Secretary shall notify all Officers and Directors of their election, and perform such other functions as may be incidental to the office

- D: The Treasurer:** The Treasurer shall supervise the receipt and expenditures of all monies in accordance with state and federal law. And assure the proper reporting thereof. The Treasurer shall chair the Finance Committee, present a financial statement to the Board of Directors, at the *board* meetings and present an annual financial report to the membership.

ARTICLE 8: COMMITTEES

Section 1: Executive Committee: There shall be an Executive Committee consisting of the Officers of the corporation and the immediate past Chair for one year after his/her term ends. The Executive Committee shall have and exercise the powers of the Board when the Board is not in session, except those powers which the bylaws or the Board requires be exercised by the Board itself. Action taken by the Executive Committee shall be subject to ratification by the Board at the next regular or special meeting.

Section 2: Nominating Committee: There shall be a Nominating Committee appointed by the Chair of the Board prior to the annual membership meeting. It shall be the duty of the Nominating Committee to select and place in nomination, a slate of candidates to fill vacancies occurring on the Board. The Nominating Committee shall also propose a slate of Officers to be voted on by the Board. The Nominating Committee should request at least one name per association submitted for election to the NW-AIRS Board. The slate of nominations and ballot of the proposed Directors shall be delivered 30 days in advance of the voting deadline. Nominations from the membership at large will be forwarded to the Nominating Committee, and the name shall be placed on the ballot unless the selection criteria are not met. There shall be room on the ballot for write-in candidates.

Section 3: Membership Committee: The Membership Committee shall help identify and recruit members and maintain records. The Chair of the Membership Committee shall be the liaison to the Membership staff.

Section 4: Finance Committee: The Finance Committee will be chaired by the Treasurer. This Committee will: 1) Oversee and monitor the fiscal operations of NW-AIRS, 2) oversee the development of an annual budget for board approval, 3) oversee the development of conference budget, and 4) oversee a fiscal review.

Section 5: Other Committees: The chair shall establish other committees as needed to assist NW AIRS in carrying out its objectives.

ARTICLE 9: INDEMNIFICATION

The corporation may indemnify any and all of its Directors, Officers, former Directors and former Officers against expenses incurred by them. This includes legal fees, judgments, or penalties rendered or levied against any such person for actions or omissions alleged to have been committed by any such person while a Director or Officer of the corporation, provided that the Board shall determine in good faith that such a person did not act, fail to act, or refuse to act willfully or with gross negligence in regard to the matter involved on the action.

ARTICLE 10: ADMINISTRATIVE PROVISIONS

Section 1: Accounting Year: The year shall begin on January 1 and endin December 31.

Section 2: Books and Records: The corporation shall keep its official records, Articles of Incorporation, Bylaws, accounts of its financial records and other documentations with the Secretary and Treasure as designated by the Chair. All book and records shall be open to inspection as required by Oregon law.

ARTICLE 11: DISSOLUTION

Section 1: Upon dissolution of the Northwest Alliance of Information and Referral Systems all just debts will be paid, and any uncommitted assets will be conveyed to the national non profit organization, the Alliance of Information and Referral Systems (AIRS).

ARTICLE 12: AMENDMENT OF BYLAWS

These bylaws may be amended by majority vote of members casting ballots.

Secretary's Certification

This is to certify that the foregoing Bylaws of Northwest Alliance of Information and Referral Systems have been duly adopted by the full membership of the corporation and approved by the Board of Directors at a meeting held on

_____ in _____
and that such revised bylaws are complete and supersede all previous bylaws of the corporation.

NW-AIRS, 1985

Secretary

AMENDED 1987
AMENDED 3/88
AMENDED 8/89
AMENDED 6/91
AMENDED 10/94
AMENDED 10/95
AMENDED 10/97
AMENDED 1/99
AMENDED 2003
AMENDED 2005
AMENDED 2007
AMENDED 2013

Signed on (date)

BOARD RECRUITMENT PROCEDURES

- GOAL** A *working* board of 13-15. This means having proxies for people who may not be able to attend regularly because of distance. Board members are recruited for two-year terms. Terms of office are staggered, according to even and odd numbered years.
- The Board decides on regions needing representation. Recruitment is drawn from organizations/individuals on recommendation of current Board members.
- The board secretary will mail, fax or e-mail ballots to the membership 30 days prior to the annual meeting. Ballots need to be returned by the date designated. A State of Officers from the election results will be presented to the board prior to the Annual membership meeting for adoption. New board members and officers will be announced at the annual meeting.

Revised 5/15/92
Revised 10/05
Revised 7/2007

FINANCIAL CONTROL POLICIES AND PROCEDURES

POLICY: The Treasurer is responsible for assuring that the revenue and expenses of NW-AIRS are recorded in a manner that meets commonly accepted financial practices, and to meet the requirements of federal, state and/or other licensing agents. All financial reports shall be prepared accurately and submitted in a timely manner.

Procedures: As a small organization whose officers are in different locations it is challenging for a separation of controls to occur at all times. Where possible, the NW-AIRS Treasurer shall engage additional staff members of the Treasurer's home agency to secure separation of controls, and will follow that agency's fiscal control procedures provided those procedures have been reviewed by that agency's auditors and found to be Generally Accepted Accounting Procedures compliant.

A copy of the host agency's fiscal control policies will be kept on file with NW-AIRS, along with an agreement signed by the agency's executive director (or a board officer) that the host agency is willing to support NW-AIRS with this level of in-kind support.

When a host agency is not able or willing to provide fiscal in-kind support, a set of guidelines must be established and approved by the board then seated to assure that there is adequate separation of incompatible duties (see definition below).

When needed NW-AIRS may secure the services of a professional bookkeeper who will, at a minimum, reconcile the bank statement on a monthly basis.

Separation of Incompatible Duties:

Individuals shall not be assigned duties incompatible with sound internal financial control practices. In general, incompatible duties are those which allow a single individual to exercise control over a sequence of financial actions that give rise to a high possibility of undetected misuse of organizational funds, whether intentional or unintentional.

For recording income, a sequence of incompatible actions would include:

1. Creating or modifying a billing
2. Opening mail containing checks
3. Preparing bank deposits
4. Transporting deposits to the bank
5. Entering and distributing receipts
6. Reconciling bank deposits with records

For recording expenditures, a sequence of incompatible actions would include:

1. Creating or modifying a vendor record
2. Receiving an invoice or bill

3. Initiating a payment transaction
4. Entering a payment transaction into a payment system
5. Approving a payment transaction within a payment system

These functions should be performed by different personnel. When organizational limitations require that a single person perform more than one of these functions, the duties should be assigned in such a way that a single person does not perform tasks in sequence. It is the responsibility of the incoming Treasurer to propose a set of procedures, including the names of individuals responsible for each step, and submit them to the board for approval.

The following procedures have been developed to protect both the Treasurer and NW-AIRS, and to address key financial responsibilities of both. These guidelines apply regardless of whether the Treasurer's host agency has signed an agreement with NW-AIRS.

Additional Procedures:

1. The NW-AIRS fiscal year shall be the same as the calendar year.
2. The NW-AIRS checking account shall be maintained in a regional financial institution.
3. The NW-AIRS EIN is 93-1065247. Non profit 501(C) (6) organizations (Business Association) under IRS.
4. The Treasurer will have knowledge of all expenses or commitments for expenses in keeping with the approved budget or any subsequent board action.
5. Payment requests must be submitted on the Check Request Form with the bill attached and sent to the Treasurer, who will process all claims within 3 weeks of the date of receipt.
6. The Treasurer is the primary signer of all checks, and the Secretary is the secondary signer. For expenses of more than \$300, the Treasurer shall fax a copy of the bill and check to the Chair for verification. For reimbursement of expenses incurred by the Treasurer, the Treasurer shall fax or e-mail a copy of the bill and check to the Chair for verification. The check shall be mailed to the Secretary for signature and return to the Treasurer.
7. If an expenditure exceeds 10% of the amount budgeted for line items over \$1000.00, it must be brought before the Board or the Executive Committee (whichever meets first) for approval.
8. The Treasurer shall provide a copy of the bank statement to the Chair quarterly.
9. At least semi-annually (at face-to-face board meetings), the Chair shall inspect the income and expense paperwork, and a copy of the check register and bank statements to verify income and expenses. Alternately, the Board can have an audit conducted when needed.
10. The Treasurer is responsible for assuring that NW-AIRS is registered with the Oregon Secretary of State's office related to our non-profit status and our

incorporation status by annually completing the filing papers that will be sent to the NW-AIRS address on file.

11. It will be the responsibility of the Board Treasurer to assure the IRS 990N is filed in a timely fashion. The 990N is used for small, tax-exempt organizations whose annual gross receipts are normally \$50,000 or less.
12. A written fiscal report shall be provided at each board meeting and in the annual business report at the annual meeting, as well as reports as requested by the Board Chairperson.

Revised: 6/3/2013

Adopted 5/89
Revised 5/15/92
Revised 10/05
Revised 7/2007
Revised 8/24/07
Revised 6/3/2013

MEMBERSHIP POLICIES AND PROCEDURES

Membership Year:

The membership year shall be twelve months from January 1 to December 31. Effective January 1, 2006, AIRS will have a single membership structure for both AIRS and the Affiliate, whereby an individual, agency or organization will join both at a tiered level that best meets their individual needs. The new membership plan includes:

- 1) Individuals, agencies or organizations will not need to, nor be able to, join an individual state affiliate only; i.e. each individual, agency or organization is a member of AIRS. The single membership includes membership in your state or regional Affiliate.
- 2) Both AIRS and the Affiliates will be involved in membership recruitment using the approved membership structure.

Responsible Parties:

The Chairperson of the Membership Committee will be the liaison with the AIRS membership staff and will be responsible for maintaining access to an accurate membership list and membership services.

Membership Acknowledgement:

Upon receipt from AIRS of paid membership applications:

..An Acknowledgment letter and membership certification shall be mailed and/or emailed to the member within two weeks of receipt of notification.

..Other pertinent information shall be posted on the NWAIRS web site for new members i.e. recent copy of the newsletter, annual report etc.

Non-Renewals:

All renewal activities will be accomplished in accordance with established AIRS procedures.

Membership Recruitment:

Membership recruitment shall occur on an on-going basis, using the following mechanisms:

..Membership information shall be included in the conference announcement and the conference registration packet. The non-member conference registration fee should always be significantly higher than the member fee, so that membership is encouraged.

..Each edition of the newsletter shall include membership information. Following the NW-AIRS conference, a list of those that attended, and are not AIRS members will be forward to AIRS for recruitment activity.

NEWSLETTER POLICIES AND PROCEDURES

NEWSLETTER POLICY

The purpose of the newsletter is to serve as a vehicle of communication and to I&R service providers in these areas: 1) promotion of AIRS and NW-AIRS as professional organizations and to increase membership; 2) education and training; 3) legislative awareness; 4) standards and quality assurance; 5) mutual assistance and networking.

- 1) The Editor has the responsibility and reserves the right to assure that all information submitted for inclusion is consistent with the above statement of purpose.
- 2) Controversial or questionable information will be submitted to the Executive Committee of NW-AIRS for authorization.
- 3) The Editor reserves the right to edit articles, correct grammar, spelling and punctuation.
- 4) The Editor will attempt to verify facts and screen articles for misinformation.
- 5) The Editor is authorized to include information on products and services for educational purposes. Inclusion of such information does not constitute an endorsement by NW-AIRS or its elected Board of Directors and no responsibility is acknowledged for the performance of such products or services.
- 6) Paid advertising is accepted.
- 7) Formal feedback about the NW-AIRS newsletter format, content or policy is encouraged. Individuals who have suggestions or concerns may submit comments in writing to the Board Chair who will convey the information to the Newsletter Committee.

Adopted 1989

Revised 5/15/92

Revised 7/2007

NEWSLETTER PROCEDURES

- 1) Copy is sent to the Newsletter Editor, who is responsible for editorial review, layout and design. When finalized newsletters are electronically delivered to members, posted on the NW-AIRS web site, used in membership recruitment and for general distribution. All Board Members are encouraged to distribute copies.
- 2) Time line – Copy is sent to the Newsletter Editor three weeks prior to the deadline determined for distribution. One copy must be completed before the NW-AIRS Annual Conference in the Fall. Up to four newsletters are to be published each year.
- 3) Advertising Policy and Rates
NW-AIRS is now accepting paid advertisements for products and/or services which are related to the purposes of NW-AIRS and its members. The products and services which are advertised in the NW-AIRS Newsletter do not necessarily imply endorsement by NW-AIRS or its Membership.

| | <u>Single Edition</u> | <u>Full Year</u> |
|-----------|-----------------------|------------------|
| Full page | \$100.00 | \$300.00 |
| ½ page | \$60.00 | \$180.00 |
| ¼ page | \$45.00 | \$135.00 |
| 1/8 page | \$35.00 | \$105.00 |

- 4) Each newsletter may include the following article headings:
- Notes From the Chair
 - What's I&R?
 - NW-AIRS Board Members
 - Amusing and Unusual Anecdotes
 - Membership Profile
 - Conference Article
 - Advocacy Article
 - 2-1-1 Updates
 - Skills Building Article
 - Information & Referral Updates
- Other topics of a timely nature are also included.

Adopted 6/91
Revised 5/15/92
Revised 7/2007

REGIONAL CONFERENCE POLICIES

1. NW-AIRS will advance up to \$2,000.00 to the Conference Planning Committee as needed.
2. Contracts will be required for all presenters.
3. Financial assistance for registration, meals, honorarium and other expenses will be determined by the Conference Committee.
4. Variations on conference fees will be limited to 1 day, 2 days, keynote lunch only and hospitality event only.
5. NW-AIRS will provide copying for presenters when the originals are received by a specific date. A maximum of 20 pages per workshop. The number of copies to be printed will be determined by the Conference Committee based on registration and anticipated attendance. If materials are not received by the date set, they are the responsibility of the presenter.
6. Conference location should be determined two years in advance.
 - Site considerations include:
 - Location in region
 - Access to members
 - Local support
 - Economic feasibility
 - Availability of presenters

Adopted 11/90
Revised 5/15/92
Revised 7/2007

REIMBURSEMENT OF TRAVEL EXPENSES

Board members of NW-AIRS, upon presentation of the travel expense request form to the Treasurer, are eligible for reimbursement of travel expenses in the following amounts:

- 1) Mileage reimbursement at the published IRS standard mileage rate/mile.
- 2) Actual cost of airfare/rail fare based on 7 day advance purchase.
- 3) Actual cost of hotel and meals.

The total amount available for reimbursement will be decided each year based on the availability of operating funds. Board members are asked to indicate to what degree their agency can support their travel expenses in order to help NW-AIRS plan their expenditures.

Requests for reimbursement shall be on NW- AIRS check request form with receipts attached and forwarded to the Treasurer.

Adopted 10/88
Revised 11/90
Revised 5/15/92
Revised 4/11/96
Revised 10/05
Revised 7/2007
Revised 1/2012
Revised 10/2013

NW AIRS CHECK REQUEST FORM

DATE: _____

NAME OF REQUESTOR: _____

PHONE NUMBER: _____ COMMITTEE NAME: _____

AMOUNT OF REIMBURSEMENT REQUESTED: _____

PURPOSE OF REQUEST: _____

NAME CHECK TO BE MADE OUT TO: _____

ADDRESS CHECK TO BE SENT TO: _____

CHECK NUMBER ISSUED: _____

AMOUNT OF CHECK: _____

DATE CHECK MAILED: _____

INSTRUCTIONS

All requests for NW-AIRS purchases and reimbursements must be submitted on this NW-AIRS Check Request Form.

Completed forms are sent to the NW-AIRS Treasurer. The Treasurer will issue the check. All requests will be processed within 2 weeks from the date of receipt by the Treasurer or the requestor will be contacted.

Questions? Contact the Treasurer named below:

Stephen Lam, NW-AIRS
C/O Chinese Information and Service Center
611 South Lane St.
Seattle, WA 98104

Phone: 206-957-8558
Fax: 206-624-5634

E-Mail: stephenl@cisc-seattle.org