



POLICIES & RESOLUTIONS MANUAL

**OPERATING POLICIES
BOARD RESOLUTIONS
BOARD GOVERNANCE POLICIES**

Updated April 1, 2014

INDEX

This manual includes policies and resolutions which will be referred to from time to time or on a regular basis. It does not include all actions and resolutions by the MNLA Board of Directors.

OP = Board Operating Policy
 BR = Board Resolution
 BG = Board Governance Policy

The first four digits of the policy or resolutions number represent the year the policy was originally adopted.

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OPERATING POLICIES

Board and Committees

OP #2010-2 Leadership Communication Code of Conduct

In matters related to MNLA business, all Board members and committee members shall communicate in an ethical and honest manner. The policies of the association shall be adhered to and the culture of the organization respected in matters of communication, be it written, electronic, verbal, or telephone communication. MNLA supports the principles and practice of free speech. At the same time, the culture of the organization encourages committee members, when communicating with large groups of fellow committee members outside of their immediate committee, to conduct said communication by first discussing it with their committee chair and/or staff liaison.

OP #2010-4 Prohibited Areas of Discussion Related to Anti-Trust Laws

All MNLA meeting participants must take note of the antitrust compliance rules which must be strictly observed. All MNLA committees shall review this policy annually. Violation of the antitrust law is a serious matter, may involve a felony and jail sentence, and can create very serious problems for those concerned. The government has increased its scrutiny of meetings and its prosecution of small business operators. Prudence dictates extreme care in avoiding discussion of prohibited or questionable subjects. The following topics or subjects are outside the scope of permitted discussions. All participants should refrain from making remarks or references regarding the following:

1. Current or future prices (the only safe policy is to avoid any mention whatsoever of prices - even of past prices).
2. What constitutes a "fair" profit level.
3. Possible increases or decreases of prices.
4. Standardization or stabilization of prices.
5. Pricing procedures, including wholesalers' margins, markups, cost percentages, formulas or policies for arriving at prices, or brokers' fees or commissions.
6. Cash discounts.
7. Credit terms.
8. Allocation of markets.
9. Other restraints on distribution or competition.
10. Refusal to deal with a supplier because of its pricing or distribution practices.
11. Whether or not the pricing practices of any industry member or supplier are unethical or constitute an unfair trade practice.

OP #2005-5 Committee Structure

Pursuant to the authority granted in Article VI, Section 10 of the MNLA Bylaws, the MNLA Board of Directors adopts these policies:

- a. Committee chairs are appointed by the MNLA president.
- b. Committees shall have a vice-chair. Co-chairs are not allowed.
- c. All committees are limited to a maximum of 16 members (12 at-large, 1 committee chair, 1 Board liaison, and 2 academic advisors). In those cases when the committee chair and the Board liaison are the same person, a 13th at-large member may be added to the committee.
- d. Any member desiring to be on a committee must make application and be approved via the process described in part (e); and committee members wishing to renew their service must confirm this desire in writing annually.
- e. The committee chair, Board liaison and staff liaison will submit to the Board of Directors by Sept. 15 each year their recommendations for committee member appointments for the coming calendar year. The Board of Directors will act to fill at-large committee positions at its September meeting each year. Applications for open slots submitted during the interim shall be filled by action of the committee chair, and executive director.
- f. There will be no limit to the number of terms that a member may serve on a committee, although committee member turnover is anticipated as leadership changes occur at the committee chair and Board levels.
- g. Individuals will be limited to serving on no more than two standing committees.
- h. The committee chair, in consultation with the executive director, may remove any committee member who, in a calendar year, has two or more unexcused absences from regularly scheduled committee meetings. Unexcused absence shall mean not notifying the MNLA office of an absence in advance of the meeting.
- i. The president shall have the authority to remove a member from a committee when the president deems that the interests of the association shall be served by such removal. The affected committee member shall have the right to appeal this decision to the Board of Directors by providing written notice of appeal to the executive director within 14 days of the president's action. Pending the appeal, the member does not continue to serve on the committee.

*-Adopted by the Board of Directors March 25, June 24, and September 23, 2005
and revised June 25, 2008, March 31, 2010, and December 6, 2012.*

MNLA Organizational Chain of Command

MNLA Business Members

1. Elect Officers and Board members from the ranks of business member.
2. Approve annual financial statement.
3. Serve on committees.
4. Volunteer for association events.

Elect Serve

MNLA Board of Directors

1. The nine-member Board of Directors is the governing body of the Minnesota Nursery & Landscape Association.
2. The Board sets general association policy and oversees the on-going operations of the association. It also produces a written plan outlining the strategic goals of the association.
3. The Board ensures that the association has adequate financing and that funds are responsibly spent. It approves the association's annual operating budget in consultation with the executive director.
4. The Board oversees the activities of all MNLA committees and reserves final authority on all policies.
5. The Board of Directors hires the Executive Director and the Executive Director reports to the Board of Directors. The Board of Directors provides policy direction to the Executive Director as well as advice as needed and/or requested.
6. No individual Board member shall enter into contracts on behalf of MNLA without approval by the Board of Directors and consultation with the Executive Director. The Executive Director manages staff employment letters of agreement as well as day-to-day operational agreements or contracts.
7. The Board will designate a liaison to each MNLA committee.
8. To provide for the transaction of business and decision-making that may become necessary at a time impractical to convene the Board of Directors, authority for these matters shall be vested in an Executive Committee consisting of the President, Vice President, Secretary-Treasurer, the immediate Past-President, as well as the Executive Director as a non-voting member.

Hire

Serve

Appoint

Serve

Serve

MNLA Executive Director

1. The executive director is hired by the Board of Directors and reports to the Board.
2. The executive director administrates all day-to-day activities of the association, including having sole authority for hiring and/or firing of staff members.
3. The executive director serves as a non-voting member on the Board and the Executive Committee.

MNLA Committees*

MNLA has standing committees which are responsible for initiating and following through on many of the association's activities and member services.
Task Teams: Committees may appoint task teams to take on intense, specialized projects.
Working Groups: Committees may have working groups or action teams which are in charge of planning and implementing regular activities of the committee.
 *Additional details regarding committees and task teams are on the following page.

Hire

Coordinate programs/activities

MNLA Staff Members

1. Staff is available to Board members and MNLA committees as an information resource and to help with continuity and coordination of activities and projects.
2. Staff will help keep committees on task and ensure that issues crossing committee lines are directed to the appropriate committees.
3. Staff will do their best to identify needs and opportunities for committees to serve MNLA members.
4. Staff is committed to recognizing volunteers through the newsletter and all other available means.
5. All staff commitments and activities must be approved by the executive director.

MNLA – Organizational Chain of Command

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MNLA Committees

MNLA has standing committees which are responsible for initiating and following through on many of the association's activities and member services.

- Committees shall have a written mission approved by the Board of Directors.
- Committees shall have a written set of regular duties approved by the Board of Directors.
- Each Committee will have a Board of Directors Liaison who will serve as a direct conduit to the Board. The liaison arrangement will not prevent the committee chair or a committee member from having direct access to the Board of Directors.
- Other policies pertinent to committees may be found in the MNLA Board of Directors Policy Manual #B2005-7.

Task Teams

Committees or the Board of Directors may appoint task teams to take on specialized projects.

- A task team is under the authority of the Board of Directors or the committee that created it.
- Task teams shall have a written goal.
- Task teams shall have a designated lifespan. If that lifespan is to exceed 90 days, then the Board liaison shall advise the MNLA President of the team's existence. Subsequently, creation of the team must be approved by the association's Executive Committee and reported to the Board of Directors.
- Regardless of its lifespan, if a task team's activities involves raising funds or expending funds, then the Board liaison shall advise the President of the team's pending existence. Subsequently, creation of the team must be approved by the association's Executive Committee and reported to the Board of Directors.
- Task teams shall provide a final written report of their actions to the full committee and the Board of Directors at the end of 90 days, along with a report of dissolution or a request for continuance of the Task Team.

Working Groups

Committees may have working groups which are in charge of planning and implementing regular activities of the committee. A working group or action team may not exceed its regular duties as outlined in a committee's action summary without approval of the full committee.

OP #2004-5 MNLA Personnel Committee

The goal of this committee shall be to monitor the management and personnel procedures of the association. Specifically, this committee shall:

- Do an annual performance review of the executive director. The executive director's performance should be evaluated against the standards set forth in MNLA's mission statement and MNLA's strategic plan.
- If the committee desires, the vice president and secretary-treasurer may conduct a short session annually with each of the association's employees. This session shall not be a review of individual employee performance, but rather an opportunity for them to gather information for the Personnel Committee as a means to gauge the office atmosphere and general employee opinion of association activities and management. This session also is the employees' opportunity to report directly to Board members any actions by the Executive Director that they consider unethical.
- Work with the Executive Director to establish an annual budget for personnel salary and benefits. Committee should make a general overall recommendation plus make a specific recommendation on the executive director's salary/benefits package within the budget line item. The Board of Directors retains all final budget decisions.
- Consider recommendations from the Executive Director for any significant changes or increases to MNLA's personnel structure or budget. The committee can endorse or disapprove of the recommendations before they go to the Board of Directors.

MNLA's Personnel Committee shall be comprised of the association's four officers (president, vice president, secretary-treasurer and past president). The vice president shall serve as chair of the committee.

-Adopted by the MNLA Board of Directors on September 24, 2004 and revised April 1, 2014.

OP #2002-4 Board Members as Committee Liaisons

Board members may be asked to serve as a liaison to one or more committees. This action is an effort to build Board-Committee communications, as well as to ensure that all interest areas of the association are represented at the Board level.

Liaison responsibilities

1. Communicate 2-3 weeks before each Board meeting with the chair of the committee represented. See if there are any issues from that committee which should be brought before the Board.
2. Fairly represent the assigned committee in discussions at Board of Directors' meetings.
3. Report back to committee chairs after the Board meeting any actions of significance affecting that committee.
4. Committee liaisons will receive the agenda and minutes for the committee they represent. Liaisons are not necessarily required to attend the meetings of the committee they are assigned to, but may do so if you desired.

-Adopted by the MNLA Board of Directors on March 22, 2002 and revised December 6, 2012.

OP #1998-2 Board of Directors Expenses

Serving on the MNLA Board of Directors is a responsibility freely accepted by the individual members that comprise the governing body. Likewise, it is understood that Directors will incur a certain expense of both money and time in fulfilling those duties. The following guidelines have been adopted to ensure fair treatment of officers and of directors.

Regarding the President, MNLA shall reimburse the following expenses:

- Food, travel, lodging for meetings such as the Great Lakes Leadership Conference or national/regional events where the presence of the President is appropriate.
- Food, travel, lodging for any committee meetings, honorary events, government regulatory meetings, legislative hearings, or other occasions where the presence of the President is necessary. This does not include committee meetings where the President has regularly been a member of that committee.

Regarding the Vice President, MNLA shall reimburse the following expenses:

- Food, travel, lodging for the Great Lakes Leadership Conference and any other national or regional meetings that the Board or President may direct the Vice President to attend.

Regarding all Board members:

- All Board members may submit a request for a mileage reimbursement on the day of the board meeting. The rate shall be 15 cents per mile below the federal rate. Board members traveling from greater than 50 miles to a meeting may request reimbursement for one night of lodging.
- MNLA shall reimburse an individual Board member for food, travel, lodging for any national or regional meeting that the Board or President may direct that member to attend.
- On the occasion of a Board retreat to discuss long range strategic planning, MNLA shall reimburse the travel and lodging costs of Board members and other retreat participants for up to two nights.
- Where appropriate, mileage logs or airline receipts must be submitted for reimbursement of travel expenses. Receipts should also be submitted for reimbursement of hotel or food expenses. Failure to submit proper records may prohibit the ability to reimburse expenses.
- MNLA does not pay for in-room movies or excessive bar tabs or other expenses that are not related to association business.
- In general, MNLA does not pay for the expenses of Board members spouses or significant others who may attend association-related events. However, occasional exceptions may occur. MNLA will pay for the spouses of the President and Vice President to attend the meal functions at the Great Lakes Leadership Conference.

*-Approved by the MNLA Board of Directors on December 15, 1998
and updated March 31, 2010 and December 6, 2012*

Membership

OP #2010-3 Response to Consumer Complaints

In the event MNLA receives a written complaint (either by regular mail or email) from a consumer about a member, the MNLA executive director will:

- Inform the consumer that MNLA is not a regulatory body, although we do encourage high professional and ethical standards.
- Write a letter to the member in question telling them that MNLA has received a complaint. The letter will note that MNLA is not in a position to judge who is right or wrong, but that the association encourages the member to come to an amicable and timely resolution with the consumer.
- Inform the Board of Directors if a single member has three or more written complaints filed against them in a single year. If the member in question is proven to be operating in an unprofessional and/or unethical manner, the Board may choose to terminate the membership of said member following the procedures outlined in Article III, Section 3 of the Constitution and Bylaws.

OP #2010-5 Dues

First-Time Members \$149 or such promotional price as the executive director may deem appropriate from time-to-time.

<i>Member Gross Sales</i>	<i>Dues</i>
<\$150K	\$179
\$150-\$500K	\$299
\$500K-\$1M	\$399
\$1M-\$3M	\$499
\$3M-\$5M	\$599
\$5M+	\$699

Multiple Outlet \$99

Industry Affiliate \$99

Academic Affiliate Free for instructors from a high school in the region or an accredited college or university (or \$99 w/mailed Scoop)

Student Free with instructor verification from an accredited college or university

*-Revised by the Board of Directors March 31, 2010
and updated December 6, 2012*

OP #2005-3 Membership Lapses

From time to time, some members of the Minnesota Nursery & Landscape Association inadvertently or purposely let their membership status in the association lapse. To be fair to all current members in the application of dues assessed, the MNLA Board of Directors has adopted the following policy:

- For any company that lets its dues lapse beyond the September 15th "final call," to reinstate their membership within a four year time frame, they must pay full regular dues, not the introductory rate. For example: "Jones Nursery" joins February 1, 2005, for the introductory rate. They then will receive a dues notice on June 1, 2006, which asks them to pay dues based on their gross volume of sales. If they do not pay that amount by September 15, 2006, they will be deleted from the current membership list. If they would want to rejoin in July of 2007, they still would be required to pay based on their gross volume of sales. However, if they wait until October of 2010, they could then rejoin at the introductory rate.
- The "four year" requirement will be based from the time when the membership expired (always August 31st).

-Updated by the MNLA Board of Directors on June 24, 2005

OP #2005-4 MNLA Mailing List Policy

Names and addresses of MNLA members may be sold to business members. Fee for an electronic copy is \$300. Member fax numbers and email addresses will not be sold. Exceptions may be made for non-profits, schools etc. at the executive director's discretion.

-Updated by the MNLA Board of Directors on June 24, 2005 and revised March 31, 2010

OP #2005-10 Dues Increases

Membership dues should be increased every other year.

-Adopted by the Board of Directors June 23, 2005

OP #2004-7 Calculating Dues for MNLA Business Members

For companies whose corporate offices are based in Minnesota, dues are based upon their gross volume of *all* nursery and landscape-related sales or, for suppliers, the gross volume of *all* nursery and landscape-related sales to all companies that engage in, or provide products or services to, the following types of businesses: nursery grower, flower grower, garden center, landscape contractor, landscape designer, landscape management, irrigation contractor, professional gardening service, tree care service, or any related professional business supplying or serving these companies.

For companies whose corporate offices are based outside Minnesota, dues are based upon their gross volume of all nursery and landscape-related sales *inside Minnesota* or, for suppliers, the gross volume of sales to all companies *inside Minnesota* that engage in, or provide products or services to, the following types of businesses: nursery grower, flower grower, garden center, landscape contractor, landscape designer, landscape management, irrigation contractor, professional gardening service, tree care service, or any related professional business supplying or serving these companies.

-Adopted by the MNLA Board of Directors on December 17, 2004

Awards

OP #2005-1 Awards Programs

The Board of Directors directed that committees cannot implement any awards programs without prior approval by the Board of Directors.

-Adopted by the Board of Directors March 25, 2005

Finances

OP #2005-7 MNLA Investment Policy Statement (IPS)

Purpose

The purpose of this investment policy statement (IPS) is to assist the Minnesota Nursery and Landscape Association Board of Directors in effectively supervising, monitoring and evaluating the investment of MNLA's assets. Investment performance will be monitored on a quarterly basis by MNLA's Treasurer and Executive Director.

Background

The Minnesota Nursery and Landscape Association is a 501(c)(6) non-profit entity whose mission is to help nursery and landscape related companies in Minnesota and the surrounding region to operate their businesses more successfully. MNLA generates revenues primarily through membership dues, publications sales, educational activities and an annual trade show. Positive cash flows have generated significant reserves for the association. The association's Board of Directors wishes to adopt a formal policy for investing those reserves so as to protect the principal amount of the trust while producing growth consistent with the Board's tolerance for risk.

Statement of Objectives

The financial assets of the association will be held for the association by a qualified Corporate Trustee, appointed by the Board of Directors of the association. The services of investment firms may be utilized for this purpose.

The primary investment objectives of the association are as follows:

1. To preserve and protect its assets, by earning total return appropriate to the association's time horizon, liquidity needs and risk tolerance.
2. To provide first for liquid reserves adequate to meet the daily cash flow needs of the association.
3. To invest the remainder of assets above and beyond the liquid reserves described above in investment vehicles whose returns will exceed the Consumer Price Index.

Guidelines and Investment Policy

Cash Flow Requirements. Upon approval of the association's annual budget, association staff will build a monthly cash flow projection for the budget year, designed to highlight the expected seasonal peaks and valleys of cash flow. Armed with this plan, association staff will ensure that liquid reserves are available to meet daily cash flow needs.

Liquidity. Cash equivalent investments will be maintained in order to meet the liquid reserve requirements described above. The remainder of the portfolio will remain fully invested otherwise, in investment vehicles that maximize potential return while allowing cash flow needs to be met.

Insurability. Association staff will monitor and transfer assets within the Association's bank and investment accounts in such a way as to avoid or minimize balances which exceed applicable FDIC, SIPC or bank insurance limits (e.g. less than \$100,000 in bank savings and checking accounts at one time).

Asset Allocation Constraints. The strategic asset allocation goal for the association's investment assets is as follows:

0 % Equities

50 % Fixed Income range of +/-10%

<u>x</u>	U.S. Treasury bills
<u>x</u>	U.S. Treasury bonds
<u>x</u>	Certificates of deposit
—	Municipal bonds
—	Investment grade corporate bonds
—	High yield corporate bonds

50 % Cash Equivalents range of +/-10%

Definitions. For the purposes of this Investment Policy Statement, the following definitions will apply:

Equities – Investment vehicles where the form of ownership is in the stock of companies or in mutual funds holding stocks

Fixed Income – Investment vehicles where the form of ownership is in debt instruments, including corporate bonds, government bonds, U.S. Treasury bills or bonds, mutual funds whose asset holdings are fixed income instruments, and certificates of deposit (CD's)

Cash Equivalents – Includes bank savings, checking and money market accounts; investment company money market accounts and other vehicles with liquidity substantially equivalent to cash

*-Adopted by the MNLA Board of Directors on September 23, 2005
and updated December 6, 2012*

OP #2005-8 Implementation of Investment Policies

The Board of Directors authorizes the executive director and his designated staff to transfer funds within the framework of the policy within the accounts the Board has authorized.

*-Adopted by the MNLA Board of Directors on September 23, 2005
and updated June 25, 2008*

OP #1996-1 MNLA Education Days Expenses

One of the primary goals of the MNLA is to encourage and facilitate the continuing education of our members. The Board of Directors supports this goal. To best facilitate proper financial management and to be fair to all committees, the Board of Directors has established the following policy related to education days organized by association committees:

- Fees charged to education day attendees (and/or fees charged for small trade fairs) shall cover 110 percent of the expenses incurred for an education day (not counting staff time). Any exceptions must be brought before the Board of Directors for approval at one of its regularly scheduled meetings.
- Committee chairs and members should coordinate through, or communicate with, the executive director about all education day expenses and arrangements. Speaker fees and honorariums must have the approval of the executive director.

*-Adopted by the MNLA Board of Directors on December 10, 1996
and updated December 6, 2012*

OP #1996-2 Entertaining Expo Speakers

Host for out-of-town speakers may submit expenses to MNLA for entertaining Expo speakers. These expenses can include:

- Meal for host and speaker and two guests.
- Reasonable beverage charges up to \$40 for the host/speaker party (which equals approximately two \$5 drinks for all four people).

Other MNLA members going along with the host/speaker party must pay for their own meal/beverage charges.

*-Grandfathered in as Northern Green Expo policy
from a policy first adopted by the MNLA Board of Directors on December 10, 1996*

Member Services

OP #2005-9 Member Services Endorsement Policy

The mission of the Minnesota Nursery & Landscape Association (MNLA) is to help members grow successful businesses. In this capacity, MNLA strives to provide its members with the information and assistance they need to conduct daily business, as well as to help influence and plan the future of the nursery and landscape industry.

Portions of MNLA's efforts are aimed at helping lessen the burden of business expenses for its members and for the association to act as a buffer between the provider and the member. In this regard, MNLA hereby establishes a program for endorsing products and services of importance and value to members (the "Endorsement Program"). The MNLA Endorsement Program will assist members in making business decisions, enhance the image and cooperation of MNLA and its members, and create a non-dues revenue stream that will help keep membership dues low and service levels high.

As a general rule, MNLA endorsed products and services must conform to the following criteria:

- The company must demonstrate its ability to follow through with its commitment for one year. This would mean advertising, exhibiting at the Northern Green Expo if appropriate, joining as a member, and whatever else is necessary to show that they will be in it for the long run. After the one year period has lapsed, the company can approach the Board of Directors for endorsement.
- The product or service must be related to the business needs of substantial numbers of members. They must add value to the services provided by the member organization, reduce their capital or operating costs, improve operating efficiency, or enhance the organization's care for the environment.
- The product or service must provide excellent overall value to members. Excellent overall value may be in the form of product or service quality, price discounts, preferred terms or other benefits. A product or service that does not provide excellent overall value will not be endorsed. As such, during the year of demonstrating its ability to follow through with its commitment, we assume the potential provider would have secured a number of MNLA members as customers as proof that the service is one that more of MNLA's members would find beneficial.
- Specific products and/or services will be endorsed by the association and in doing so, a specific vendor for the product or services may or may not be endorsed. Although vendors may represent a variety of products and/or services, they may only be endorsed for a single, specific product and/or service. Prior to endorsement, members may have business relationships with the "now" endorsed vendor. That relationship remains outside of the endorsement policy and continues as a business relationship between that member and their vendor.
- MNLA endorsed products or services may be licensed to use the MNLA logo, or a MNLA logo specifically designed or approved by MNLA for such purposes, in accordance with usage guidelines as set forth and modified from time to time by the Board of Directors.
- MNLA shall receive revenue in the form of administrative fee or support for promotional efforts needed such as advertising, trade show booth, program sponsorship, etc. from the sponsored entities, which shall be sufficiently reasonable as to not adversely affect prices paid by members purchasing those goods or services. Under no circumstance will administrative fees or support of promotion be added to or increase member prices.
- Member complaints concerning endorsed products or services shall be addressed fully by the sponsored entity. In the event that a member is not satisfied with the goods or services, the member may submit the complaint to the MNLA Executive Director for review. MNLA will review the complaint and, working with the sponsored entity, attempt to resolve it to the member's reasonable satisfaction. Should MNLA determine that the sponsored entity has failed or refuses to address the matter reasonably, the Board of Directors or the executive director may, in extraordinary circumstances, terminate the endorsement agreement as permitted by the terms of that agreement.
- Endorsement program activities will not be allowed to result in decreased staff attention to MNLA's mission and to excellent customer service unless specifically directed by the Board of Directors.
- Endorsement occurs only with the specific written approval of the Board of Directors, which may be granted or denied for any lawful reason or no reason, in its sole discretion.
- The MNLA staff reviews all endorsements on an ongoing basis and the results of this review are reported to the Board of Directors. The review will include an overview of activity and participation by the members of the MNLA and the vendor's adherence to the Association's endorsement policy.

*-Adopted by the MNLA Board of Directors on September 23, 2005
and updated December 6, 2012*

BR #2010-1 Ethical & Professional Guidelines



Ethical and Professional Guidelines

The mission of the Minnesota Nursery & Landscape Association is to help members grow successful businesses. Included in the association's definition of a "successful business" is one that is ethical and practices high standards of professionalism. Following are professional guidelines recommended for members by the MNLA Board of Directors.

- ❑ Members will strive to sell quality plants and other landscape products, free of disease or damage.
- ❑ Members will strive for high standards of workmanship in landscape-related services or the installation of landscape-related products.
- ❑ Members shall obtain required licensure or certification, i.e. nursery inspection certificate, pesticide applicator certification, power limited technician licensure or other such licensure which may be required legally. Members will strive to conduct business with other companies that have obtained the necessary licensure or certification.
- ❑ Members will strive to conduct business ethically and professionally to remain free of frequent or persistent complaints from customers to the association, to governmental regulatory agencies, to local business associations such as the Better Business Bureau or the Chamber of Commerce or to the press.
- ❑ Member firms shall obey federal, state or local laws or regulations concerning anti-trust violations, unfair trade practices, unfair competition or similar offenses. All association members and association meeting participants must strictly observe antitrust compliance rules. Discussions amongst competitors of the following subjects would violate antitrust laws and should be avoided: current or future prices; what constitutes a "fair" profit level; standardization or stabilization of prices; allocation of markets; and other restraints on distribution or competition.
- ❑ Member firms and their corporate officers shall be free of convictions of crimes involving elements of fraud, deceit, or misrepresentation relating to the member's business practices.

BR #2010-2 Crisis Communications Plan

MNLA shall have a Crisis Communications Plan which will provide policies and procedures for the coordination of communications within the organization, and between the organization and any applicable outside entities (such as the media, members, regulatory agencies, general public, suppliers, etc.) in the event of an emergency or controversial issue. The plan will be determined and updated regularly by the MNLA executive director who, in turn, will share the plan with the Board of Directors, staff, and key committee chairs. Permanent members of the Crisis Communications Team will be the executive director, the president, and up to two staff members designated by the executive director.

-Adopted by the MNLA Board of Directors on March 31, 2010

BR #2000-1 Advertising of Certified Professionals

Firms employing MNLA Certified Professionals should accurately and fairly represent the number of employees they have who are MNLA Certified Nursery & Landscape Professionals.

-Adopted by the MNLA Board of Directors on December 14, 2000

BR #2000-2 Support of Capital Projects at Colleges and Universities

Requests for MNLA support of capital projects (i.e. college/university facilities) must be submitted to MNLA by Nov. 1 preceding a legislative session. Some requests may be referred to the Board by the executive director for special consideration after this date in unusual circumstances.

-Adopted by the MNLA Board of Directors on December 14, 2000

BOARD GOVERNANCE POLICIES

Board Governance Policies 2008-1 through 2008-5 were adopted on December 16, 2008, to facilitate compliance with IRS Form 990. Board Governance Policies 2010-1 through 2010-4 were adopted on March 31, 2010.

BG 2008-1 Document Retention and Destruction Policy

The Minnesota Nursery & Landscape Association (MNLA) shall retain records for the period of their immediate or current use, unless longer retention is necessary for historical reference or to comply with contractual or legal requirements. Records and documents outlined in this policy include paper and electronic files (including emails) regardless of where the document is stored, including network servers, desktop or laptop computers and handheld computers and other wireless devices with text messaging capabilities. Any employee of MNLA, or any other person who is in possession of records belonging to MNLA who is uncertain as to what records to retain or destroy, when to do so, or how to destroy them, may seek assistance from MNLA's Document Retention Policy manager who is the MNLA Executive Director.

In accordance with 18 U.S.C. §1519 and the Sarbanes Oxley Act, MNLA shall not knowingly destroy a document with the intent to obstruct or influence an investigation or proper administration of any matter within the jurisdiction of any department, agency of the United States or in relation to or contemplation of such matter or case. If an official investigation is under way or even suspected, document purging must stop in order to avoid criminal obstruction. In order to eliminate accidental or innocent destruction, MNLA will retain documents according to this schedule:

<u>Documents</u>	<u>Retention Period</u>
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Form 990 and supporting documentation	Permanently
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently

-Document Retention Policy continues-

BG 2008-1 Document Retention and Destruction Policy

<u>Documents</u>	<u>Retention Period</u>
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years
Incorporation records (including Bylaws)	Permanent
Meeting minutes	Permanent
Policy statements	Permanent
Real estate contracts & records	Permanent
Trademark / Servicemark registration	Permanent
Copyright registration	Permanent
Litigation claims and court documents	5 years following close of case
Employment applications (persons not hired)	1 year
Employment applications (persons hired)	3 years following termination of employment
Employee resumes & employment history	3 years following termination of employment
Evaluations	3 years following termination of employment
Promotions, raises, reclassifications & job descriptions	5 years following termination of employment
Disciplinary warnings, demotion, lay-off & discharge	5 years following termination of employment
Employment & termination agreements	Permanent
Beneficiary information	Permanent
Medical and safety records	6 years
Accident reports	6 years
Sick leave benefits	While employed
Retirement plans	Permanent

There are circumstances under which a record or document may have to be maintained longer than the guidelines. This will be a decision made by the Document Retention Policy Manager.

-End of Document Retention Policy-

BG #2008-2 Code of Ethics Policy including Duty of Care, Confidentiality, and Conflict of Interest

Service on the Board of Directors or as an Officer of the Minnesota Nursery & Landscape Association (MNLA) is an important honor and responsibility. Much is expected of officers and the governing Board of the MNLA. The membership of the association relies on its officers and Board to act in its best interests, to be knowledgeable about and proactive on the issues facing the nursery and landscape industry, to study the questions before it and to base decisions on reliable information, to be a good steward of the resources of the association, and to be honest and trustworthy in all actions. To assure the trust and ethical expectations of the members of the MNLA, all Board members have affirmed the following in writing:

Duty of Care

In all matters affecting the MNLA, I will act in good faith and exercise my best efforts in the performance of my duties. I will faithfully prepare for discussions and decisions that affect the association by reading information sent to me by the association officers and staff and by striving to be knowledgeable on issues of importance to the association and its members. I will make decisions based on factual data rather than unsubstantiated opinions. I will make decisions based on what is in the best interest of all members of the association, rather than any one group, individual, or special interest.

I will be honest in doing the work of the association and in speaking on behalf of the association and its leadership in order to foster trust among association members and the public.

I will respect my fellow Directors and the members of the association, acknowledging differences of opinion, providing for open and respectful discussion, and making decisions only after listening to all points of view and all available data. I will publicly support the majority decisions made by the Board of Directors. I will refrain from any discussion that might be construed as an infraction of anti-trust law or price fixing. I will support and encourage participation in all association programs including endorsed programs.

I will hold my own business to the highest standards of professionalism, quality, and integrity, because the manner in which I conduct my individual business affairs can affect the public image of the MNLA.

Confidentiality

I will not disclose, beyond its intended scope, any information which is marked, designated, or treated as confidential by the Board, officers, or staff and which I receive as a Director of the MNLA. I understand the need to be particularly careful to not disclose legal information that comes to the organization through inside or outside legal counsel and is protected by the attorney-client privilege. I understand that my obligation to maintain confidentiality extends indefinitely beyond my term of office.

Conflict of Interest

Board members have a duty to subordinate personal interests to the welfare of MNLA and those we serve. Conflicting interests can be financial, personal relationships, status or power.

Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of MNLA in mind.

Board members and employees are prohibited from knowingly disclosing information about MNLA to those who do not have a need to know or whose interest may be adverse to MNLA, either inside or outside MNLA. Nor may board members or employees in any way use such information to the detriment of MNLA.

Board members or employees may not have a significant financial interest in any property which MNLA purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which MNLA does business.

Since it is not possible to write a policy that covers all potential conflicts, board members and employees are expected to be alert for and avoid situations, which might be construed as conflicts of interests.

Any possible conflict of interests on the part of any board member should be disclosed to the other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.

Any board member having a conflict of interests or possible conflict of interests should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.

These restrictions should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.

-End of Code of Ethics Policy-

BG #2008-3 Whistleblower Protection Policy

The Minnesota Nursery & Landscape Association (MNLA) prides itself on its adherence to federal, state, and local laws and/or regulations, including business ethics policies. As such, the MNLA has decided to voluntarily adopt a whistleblower protection policy. Pursuant to this policy, any employee who becomes aware of any violation of federal, state, or local law or regulation, including any financial wrongdoing, should immediately report the violation to the Executive Director to allow the organization to investigate and, if applicable, correct the situation or condition.

If the Executive Director is involved or is believed to be involved in the matter being reported, employees may, in the alternative, make a report to the MNLA President or Vice President who may, in turn, consult legal counsel. The MNLA Executive Director, President or Vice President will conduct an investigation and take appropriate action within a reasonable period of time. Such complaints will be held in confidence to the extent the needs of the investigation permit.

“Financial wrongdoing” may include, but is not limited to:

- Questionable accounting practices;
- Fraud or deliberate error in financial statements or recordkeeping;
- Deficiencies of internal accounting controls;
- Misrepresentations to company officers or the accounting department (including deviation from full reporting of financial conditions).

If any employee reports in good faith what the employee believes to be a violation of the law and/or financial wrongdoing to the MNLA Executive Director, its officers, or to a federal, state, or local agency or assists in an investigation concerning financial wrongdoing, it is the MNLA’s policy that there will be no retaliation taken against the employee.

Employment-related concerns should continue to be reported through your normal channels such as to a supervisor or the CEO.

The earlier a concern is expressed, the easier it is to take action.

Although the employee is not expected to prove the truth of an allegation, the employee should be able to demonstrate to the person contacted that the report is being made in good faith. Allegations made in bad faith may result in disciplinary action.

Employees are reminded of the importance of keeping financial matters confidential. Employees with questions concerning the confidentiality or appropriateness of disclosure of particular information should contact the Executive Director.

-End of Whistleblower Protection Policy-

BG #2008-4 Audit Committee Policy

An audit is the result of an independent accountant's review of the statements and footnotes to ensure compliance with generally accepted accounting principles (GAAP) and to render an opinion on the fairness of the financial statements. The Minnesota Nursery & Landscape Association shall have an audit performed annually. The MNLA Audit Committee is responsible for dealing with the external and internal auditors.

The Executive Committee of the Minnesota Nursery & Landscape Association shall serve as the MNLA Audit Committee. The Executive Committee includes the President, Vice President, Secretary-Treasurer, and immediate Past President. The Secretary-Treasurer shall serve as the Chair of the Audit Committee.

The primary role of the MNLA Audit Committee is to instill confidence that the funds of the organization are used in a manner consistent with good financial practice. This includes making certain that funds are used only for the purposes for which they were intended and in ways that do not violate the principles that resulted in tax-exempt status.

The MNLA Audit Committee shall annually present to the Board of Directors and at the Annual Membership Meeting the Audit Report issued by an independent CPA that expresses an opinion about whether the financial statements fairly present MNLA's financial position, operating results, and cash flows in accordance with generally accepted accounting principles (GAAP).

The Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Secretary-Treasurer shall immediately notify the Audit Committee of any such complaint and work with the committee until the matter is resolved.

The Audit Committee shall also have the opportunity to review the MNLA Form 990 prior to it being filed. Should circumstances prevent review of the Form 990 prior to it being filed, both the Audit Committee and the Board of Directors shall have the opportunity to review the document at the earliest possible meeting date following submission.

-End of Audit Committee Policy-

BG #2008-5 Employee Compensation Policy

The Minnesota Nursery & Landscape Association shall have a Personnel Committee which will make recommendations to the Board of Directors on employee compensation. The Executive Committee of the Minnesota Nursery & Landscape Association shall serve as the MNLA Personnel Committee. The Executive Committee includes the President, Vice President, Secretary-Treasurer, and immediate Past President. The Vice President shall serve as the Chair of the Personnel Committee.

The Executive Director shall receive salary, benefits and other compensation as outlined in his or her employment contract. The salary review shall occur in concert with the Association's budgeting process. The Personnel Committee shall make recommendations to the Board of Directors for the annual adjustment to salary. The Board of Directors shall take a full Board vote on any adjustment.

Likewise, the Personnel Committee shall make a recommendation to the Board of Directors for setting the overall line item amount for the salary, benefits and other compensation for the employees other than the Executive Director. The Board of Directors shall take a full Board vote on any adjustment to the line item.

Once this budget line item is determined by the Board of Directors, the Executive Director retains the authority for determining individual compensation of employees (other than himself or herself) within the amount of the overall line items for salary, benefits and other compensation.

-End of Employee Compensation Policy-

BG #2010-1 Executive Director Transition and Succession Plan

Adapted from a document by Bob Harris, CAE, Harris Management Group Inc.

The goal of this Transition and Succession Plan is to ensure that MNLA services and operations should not be interrupted because of the unexpected or planned departure of the MNLA Executive Director.

Upon the resignation, retirement or termination of the Executive Director, the MNLA Board of Directors endorses the following guideline as appropriate action steps.

- **Appoint an Interim Executive Director**– Upon notice of the Executive Director’s departure, the MNLA President will appoint an interim Executive Director to carry out the responsibilities of the organization; or, if the departing Executive Director is staying until the replacement is hired, a senior staff person should be appointed to be the Administrator for the Search Task Force. This should continue until a new Executive Director is named and begins employment.
- **Appoint a Selection Committee** – The MNLA President shall appoint an Executive Director Search Committee to interview applicants. The current President shall act as the committee chair or appoint an individual to serve in that capacity. Other members of the committee should be qualified active volunteer leaders of the organization.
- **Outside Counsel** – The Executive Director Search Committee should consult with legal, accounting and insurance counsel in the development and implementation of the plan. The committee may consider hiring a search firm to manage the replacement process.
- **Resources** – The committee, with staff help, should contact allied professional organizations (notably the Midwest Society of Association Executives and the Nursery & Landscape Association Executives) that can offer help in identifying candidates and qualifications.
- **Seek CEO Candidates** – The notice of position opening should be prepared and submitted to like-organizations. Additionally, local or regional advertising may be considered. Specifically, the task force should consider advertising with the Midwest Society of Association Executives, the Minnesota Council of Nonprofits, the American Society of Association Executives, and the Nursery & Landscape Association Executives.
- **Identify Potential Candidates** – All suggestions and nominations of candidates should go to the committee. Candidates who are well qualified for a position such as executive director may not be job hunting and may need to be invited to apply.
- **Contact Candidates, Obtain Information** – When all resumes are received, the committee should contact the applicants and request any additional data, if needed.
- **Consider Resumes** – The committee should carefully review the resumes and performance records of all candidates. Evaluate the applications based on the job requirements and core values established by the board.
- **Interviews** – The committee should interview the top candidates. It should use the same interview guide and format so all candidates are considered equally.
- **Check References** – Carefully check references of the top candidates. Also conduct a credit and criminal check so that no past history slips by and arises after hiring. In addition, the committee may contact other staff and volunteer leaders within the industry in order to gather information on the traits of candidates.
- **Evaluate Candidates and Make Hiring Recommendation** – After reviewing resumes, checking references, and conducting interviews to evaluate the competency and qualifications of applicants, the committee should provide *one* final recommendation to the board of directors.
- **Board Selects the New Executive Director** – The board will ratify the final candidate. A unanimous selection by the board is an important signal of unity to members, strengthening the organization’s confidence in the board and staff. It increases the prospect of a harmonious relationship between the board and the Executive Director.
- **Notify Candidates** – After the board ratifies the new Executive Director, the task team should notify each candidate interviewed for the position. Then strategically introduce and market the new Executive Director to the membership and allied organizations.
- **Transition Period** – If the departing Executive Director is staying until the replacement is hired, the overlap period between the departing and new Executive Director should be minimal.

-end of Executive Director Transition and Succession Plan-

BG #2010-2 Executive Director Position Description for Candidates

Adapted from a document by Bob Harris, CAE, Harris Management Group Inc.

The Position

1. The Executive Director shall be the full time chief paid professional staff officer of the organization and shall have the official job title of Executive Director . The Executive Director is an employee of the Board of Directors. Applicable laws, the bylaws, articles of incorporation and policies of the organization, as well as the individual employment contract shall govern the terms and conditions of employment.
2. The Executive Director shall be responsible for day-to-day operations and implementing the policies and programs of the organization as established by the Board of Directors. The Executive Director is also responsible for the engagement of staff and other professionals.
3. The Executive Director shall also serve as corporate secretary, or shall designate, subject to the approval of the governing Board; a person to perform the duties normally performed by a Secretary.
4. The Executive Director reports to the President of the organization. The Executive Director, however, is subject, responsible, and accountable to the Board of Directors as a whole.

Specific Responsibilities

1. The primary function of the Executive Director's job is to carry out the role, goals and mission(s) of the organization, as expressed through bylaws, policies, resolutions and actions of the Board of Directors. These goals and missions will evolve and change over time; from time to time, as goals are achieved or abandoned, new or even contrary objectives and/or missions may be set.
2. It is an important duty of the Executive Director to balance various roles, duties and responsibilities to the different constituencies of the organization. For example, while it is an important function of the Executive Director's position to be outward directed - toward other organizations, academia, government – the Executive Director must understand that another primary task is the management of the assets of the organization, the staff and the organization's office. Accordingly, the Executive Director monitors, supervises, and oversees the activities and projects of the staff on a close and frequent basis.
3. A fundamental duty of the Executive Director is to manage the finances of the organization. This entails many sub-tasks, the most important of which is to advise the Boards or its delegate(s) frequently on the financial condition of the organization, especially when budgeted income or expenses vary significantly; to be familiar with the finances of the organization; to hire competent staff support with financial expertise; and regularly to consult with those responsible for financial affairs, such as staff, outside consultants and the Boards or its delegate(s).
4. The Executive Director will work to maintain the organization's competitive posture within green industry associations, as well as with non-profit organizations in the local area.
5. The Executive Director directs the development of short and long-range objectives, policies, and budgets and operating plans for the organization and oversees their consistent interpretation, implementation, and achievement.
6. The Executive Director provides key performance indicators to the organization leadership on tactics and objectives annually to accomplish strategic directions. The Executive Director manages these successfully and within the financial resources of the organization.
7. The Executive Director represents the organization to the industry, industry groups, membership, and the general public.
8. The Executive Director works with volunteers and the organization's leadership to implement the organization's strategic plan.
9. The Executive Director directs an active outreach program to members, colleges and universities, and to other professional organizations.

10. The Executive Director maintains and develops effective communications and relations with the Boards, officers, and committee heads, other organizations, and with other associations and boards.
11. The Executive Director promotes the professionalism and expertise of the industry's professions to relevant audiences.
12. The Executive Director assists in identifying future issues affecting the industry and its professions and creates plans for the proper role of the organization in those issues.
13. The Executive Director builds name recognition for the organization in the public sector and increases the influence of the organization and its professions in the creation of public policy. The Executive Director increases recognition of the industry by public policymakers. This includes engaging in advocacy on behalf of the profession.
14. The Executive Director builds awareness and support for high standards in the industry among members, news media, regulators, and policymakers.

Relationship to Staff

1. As the head paid professional staff person, the Executive Director has complete control over the staff, subject to the budget, strategic plan and annual plan determined by the Board of Directors. The Executive Director establishes organizational hierarchy and delegates authority and responsibility to subordinate executives regarding policies, contractual commitments, expenditures, and other personnel issues, retaining ultimate responsibility to the Board and the organization. In consultation with legal counsel, other expert professional advice, and/or Board advice, the Executive Director signs contracts to which the organization is a party before recommending approval by the Board and/or Executive Committee. Board approval is required for contracts that create formal association partnerships or involve long-term financial or personnel commitments.
2. This means, in particular, that the Executive Director will be responsible for hiring, terminating, disciplining, setting the compensation for, exercising general supervision and oversight of, and otherwise setting all the terms and conditions for the employment of other staff consistent within the budget and policies as adopted by the Board of Directors. The Executive Director will provide daily management to the staff in its work with members, committees, and task forces.
3. The Executive Director shall engage outside paid professionals and/or consultants, such as attorneys, accountants, benefits plan administrators, and those engaged from time to time to provide specialized advice to the Board.

Disclaimer: *This position description is not a contract. The Executive Director's contract rights, including term of employment, grounds for termination, and all other terms and conditions, are as set forth in the contract of employment between the parties. In the event of any actual or apparent inconsistency between the terms of this position description and the contract of employment or the bylaws, the contract or bylaws, as the case may be, shall govern. The organization reserves the right to modify this position description at its discretion, at any time.*

-End of Executive Director Position Description for Candidates-

BG #2010-3 Voting Procedure

The MNLA Constitution and Bylaws (Article V, Section 5) provides that the Board of Directors shall annually determine a voting procedure. MNLA shall conduct its elections by U.S. mail or secure electronic means with delivery of the ballot to members at least 21 days prior to the MNLA Annual Meeting. In elections done by U.S. mail, the ballots shall be returned to an address other than the MNLA office to ensure member privacy in the voting process.

BG #2010-4 Board Candidate Minimum Qualifications

Article V of the MNLA Constitution & Bylaws provides the basis for this policy.

- (A) The MNLA Constitution and Bylaws (Article V, Section 7) provides that the MNLA President will appoint a Nominating Committee which shall draft a ballot with Director candidates whom have met minimum requirements prescribed by the Board of Directors. The minimum requirements for Director candidates are:
1. Owner or employee of a business that has been an MNLA member for at least eight years immediately preceding the election;
 2. Business member status;
 3. Appropriate dues paid;
 4. History of service to MNLA, which is defined as having successfully served in a leadership role in MNLA. A successful leadership role shall be defined as: (1) Chair or vice chair of an MNLA committee or task force for at least a two-year period at some point in the previous five years; and/or (2) Active participation in an MNLA committee or task force for the past five years.
 5. Persons nominating themselves, or being nominated by someone other than a member of the Nominating Committee, shall provide at least three written references from MNLA business members in good standing with not greater than one of the three references originating from a current Board member.
- (B) The Nominating Committee shall draft a ballot for Officer candidates whom have fulfilled all of the criteria listed in Part A, plus have served a minimum of two terms as an at-large Board member.
- (C) The Nominating Committee shall also consider the diverse nature of MNLA members when drafting Officer and Director candidates including criteria such as business type, size, geographic location, and the desire to have a majority of Directors as business owners.
- (D) Article V, Sections 8 and 9 of the MNLA Constitution and Bylaws specifies the minimum requirements for write-in candidates for either Officer or Director positions.

Numerical Cross Reference by Operations Policies (OP); Board Resolutions (BR) and Board Governance Policies (BG).

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