



BAKER CITY
DOWNTOWN



Policies and Procedures Handbook

Adopted by BCD Board of Directors April 22, 2024

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Introduction

The Baker City Downtown Board of Directors has developed and enacted the following policies and procedures under the organization's bylaws. These policies and general operating procedures were enacted and are being adopted for the effective operation of the BCD.

The day-to-day functional implementation of these policies and procedures is the joint responsibility of the board of directors and the executive director.

The purpose of these policies and procedures is to serve as a reference tool in making decisions involving the management and operation of the downtown organization; to establish guidelines to be followed by the executive director in determining employment practices; and to acquaint employees with their general employment rights, benefits, and responsibilities.

The manual will also provide employees with information on the organization's policies and procedures concerning accounting and financial management, procurement, records retention, and a drug-free work environment.

The Board of Directors of Baker City Downtown (BCD) sets the policies of the organization and has final authority to interpret these policies. The BCD policies, practices, and benefits are reviewed annually.

The BCD Organization Committee may recommend policy changes to the board, or the board itself may make changes. Proposed changes take effect when officially adopted by the board.

These policies apply to the treatment of both paid employees and volunteers except when only applicable to paid employee positions. In adopting these policies, the BCD Board acknowledges that the BCD organization may or may not have paid employees, including an executive director, to assist in its mission. If no paid employees exist, these policies are to be interpreted to apply to Board members, committee members and volunteers.

Ethics and Accountability

Code of Ethics

The BCD strives to conduct our business activities with honesty, integrity, fairness, openness, and in accordance with the highest ethical standards. Employees and volunteers are expected to represent the BCD in a courteous, efficient, and professional manner.

Decision Making Process

The BCD will use the most current revision of Robert's Rules of Order for all procedural questions and will follow them in the conduct of all member and board meetings, except as otherwise provided in the articles of incorporation or bylaws.

Confidentiality

Employees or Board members may periodically handle confidential information due to their position and will keep this information confidential. Breach of confidentiality is reason for termination.

Whistleblower Protection

A Board member, or employee who, in good faith, reports a violation shall not suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported such violation is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization. A Whistleblower Policy appears in the Appendix.

Risk Management

The BCD board will annually review the organization's need for general liability and director's and officer's liability insurance, as well as take other actions to mitigate risks.

Record Keeping

A set of permanent records will be kept in the BCD office, including organizational documents, board minutes, materials related to the BCD's tax exempt status, informational tax returns (IRS 990 forms), and items of historical significance to the organization. Other documents related to the governance, administration, fundraising, and programs of the organization will be kept in the office in a manner consistent with the attached records retention policy

The BCD board will work with the executive director to review options to back up and preserve electronic and print copies of documents vital to the organization's governance, financial, and programmatic operations.

Openness and Disclosure

The BCD will provide comprehensive and timely information to the public, the media, and all stakeholders. All reasonable requests for information will be responded to as soon as possible.

The Board shall make the organization's annual IRS 990 form available for public inspection in the office immediately upon request. The annual IRS 990 form shall be posted on the organization's website.

An annual report will be prepared. The report will include a list of board members and employees, the BCD's mission statement, information on program activities, financial information (at a minimum the organization's total income, expenses, and net assets), as well as other information The Board may choose to include. The annual report will be available to the public and posted on our website.

The BCD will hold public meetings with members and stakeholders to both gather and disseminate information. The BCD will conduct the organization's business during regularly scheduled Board meetings and will maintain minutes and other pertinent records of those Board meetings. Members or other stakeholders wishing to attend a Board meeting should coordinate with the Board President prior to the meeting.

Program Evaluation

The BCD regularly reviews its effectiveness and has mechanisms in place to incorporate lessons learned. The organization is responsive to changes in the field of downtown revitalization and to the needs of constituents.

Prohibition on Unauthorized Recording, Duplication, and Distribution

All materials produced by an employee or volunteers on behalf of the organization are the sole property of the BCD unless prior approval is given by the board and a signed agreement is in place. This includes written, musical, photographed, drawn, programmed, or translated works. No one may reproduce, duplicate, distribute, or sell any such materials without the prior written approval of the board.

Finance

The BCD Board of Directors is committed to acting as responsible stewards in managing the organization's financial resources. The organization shall comply with all laws and regulations and shall adhere to sound accounting principles that produce reliable financial information, ensure fiscal responsibility, and build public trust. Ultimately, the board is legally responsible for all financial transactions of the organization.

The BCD shall comply with all laws and regulations. The Board shall pay appropriate employee withholding taxes, file the Annual Charities Report with the Department of Justice, renew registration with the Secretary of State, review and file the annual IRS 990 Informational Tax Return form, and make it available for public inspection as noted above.

The Board shall determine which bank, trust company, or other depository the organization shall use. The Board shall also decide which accountant, auditor, or other financial or insurance professional to engage on behalf of the organization.

Fiscal Year

The BCD's fiscal year matches the calendar year.

Establishing Financial Controls

BCD day-to-day financial operations shall be compiled in the office on a cash basis or accrual basis. The executive director and the independent accountant shall generate a detailed Master Chart of Accounts to track the organization's payables and receivables. The executive director shall maintain a proper filing system for all financial records. All excess cash shall be kept in an interest-bearing account.

All checks shall be kept in a locked box with keys available to the executive director and treasurer or others, as the board of directors shall determine from time to time. No transactions shall be "backdated" after the close of a quarter without full disclosure. Blank checks may never be signed in advance. Two designated board members of the corporation or one officer and the executive director shall sign all checks over \$250.00. The executive director's personal expense checks require two signatures regardless of the amount.

The executive director or the treasurer shall sign checks under \$250.00. The deliberate splitting of vouchers or invoices, which have the sole purpose or effect of meeting the parameters of this authority, is prohibited. No check shall be written to cash or Bearer. No cash advances shall be made for any reason. All void checks must be defaced and retained on the stub or with canceled checks. Pre-numbered check requests should be used, and sequences should be accounted for monthly. No "bank checks" will be permitted. Payroll checks will be supplied by direct deposit from the organization's bank or other payroll provider. Executive committee members may not sign checks written to themselves or their business.

Handling Checks and Cash

All checks will be endorsed with the BCD bank stamp upon receipt. Checks, as well as the associated deposit slip, will be photocopied. Deposits will be made by the treasurer, the

executive director, or other designated staff within 24 hours of receipt.

The executive director or treasurer, and at least one member of the executive committee will count all cash and checks at the conclusion of any cash generating activities. Funds will be deposited within 24 hours by the treasurer or the executive director and a receipt maintained with other BCD receipts as a record of the transaction.

Online payments of any kind including ticket sales, donor giving, etc. shall be set up by the executive director or treasurer. Online payments and sales must deposit directly to a designated BCD account and provide adequate record keeping to track individual donors, and purchases.

All transactional accounts must be approved by the BCD Board before being activated and in addition to the executive director, the treasurer and at least one other member of the executive committee shall have administrative access including any password or other security clearance.

Paying Invoices

The executive director or treasurer will be responsible for paying the organization's bills in a timely manner once or twice a month. The organization's checkbook will reside in the BCD office.

Two signatures are required for all checks, drafts, or other orders for payment of money except as provided elsewhere in this document. Members of the executive committee (president, vice president, treasurer, and secretary) are valid endorsees. The executive director is also authorized to sign checks and qualifies as one of the required signatures except for checks written as payment (payroll or otherwise) to any BCD employee. All checks written to an employee require signatures from two members of the executive committee. Members of Board may not sign checks written to themselves or their business.

Purchasing

The executive director or treasurer shall purchase all supplies and equipment. These items should be purchased from local businesses when possible. The board must approve all purchases not in the budget or those exceeding the budgeted amount. Employees, board members, and volunteers must investigate at least three different sources for products or professional services which exceed \$2,500 and submit this information to the board for consideration. See the organization's local buy policy in the Appendix.

Debit Card

The executive director, with the written permission of the board of directors, may open a debit card account (which debits the organizational checking account) for purchases within the approved budget. Any purchase by debit card over \$250.00 must-have competitive bids per the board policy listed below. The organization's debit card shall not be used for personal expenses.

Credit Card

The executive director, with the written permission of the board of directors, may open a credit card account (paid off monthly from the organizational checking account) for purchases within the approved budget. Any purchase by credit card over \$250.00 must have competitive bids per the board policy listed below. The organization's credit card shall not be used for personal expenses.

Interest-Bearing Cash Account

The BCD may open an interest-bearing cash account for the purpose of holding funds that are not actively in use. Any debit or credit to or from this account over \$5,000.00 must have board approval. The organization's interest-bearing cash account shall not be used for personal expenses.

Reimbursement Policies

On occasion BCD staff, Board members, or volunteers may incur expenses on behalf of BCD, i.e. copying, office supplies, etc. In these instances, claims for reimbursement must be presented to the treasurer with receipts and the purpose of the purchase within 30 days of expenditure.

All requests for expense reimbursement and all purchases over \$100, including travel, must be preapproved by the Board and reimbursement request and required receipts will be submitted within 30 days of the expenditure.

Employees will request the board to travel to a conference at least a month or two months before if airfare needs to be purchased. Employees will be reimbursed for reasonable and customary expenses incurred with the organization's business, including food, lodging, conference registration, and transportation while out of town. Reimbursement for alcoholic beverages is prohibited. Please note this on receipts. Travel shall be undertaken in a cost-effective way.

Employees will purchase trip insurance if they purchase non-refundable tickets.

Meals will be reimbursed at federal per diem rates. Airfare, lodging, gas, and taxi or shuttle service will be reimbursed based on actual costs. Lodging costs exceeding \$200.00 per night shall be pre-authorized by the board president.

Claims for reimbursement by employees must be presented with receipts. All travel and expense reimbursement must be presented within 30 days of the expenditure.

Board members are encouraged to take advantage of regional, state, and national training opportunities.

Board members will be reimbursed for reasonable and customary expenses incurred with business travel for the organization, including food, lodging, conference registration, and transportation while out of town. Reimbursement for alcoholic beverages is prohibited. Please note this on receipts. Travel shall be undertaken in a cost-effective manner. Board members will purchase trip insurance if they purchase non-refundable travel tickets on the organization's behalf. All requests for travel and expense reimbursement by Board members must be presented within 30 days of expenditure.

Budgeting

The Organization Committee, working with the executive director and/or executive committee,

will provide a draft strategy for adequate funding, based on board-approved work plans. A draft annual budget shall be presented by the executive committee to the board no later than the October board meeting. The board will approve the final budget by the close of the November board meeting. The treasurer will enter all budget figures into the accounting program to generate comparative financial statements by January of the budget year.

The board does not need to approve committee expenditures that were pre-approved in the annual budget. However, the board must approve all expenditures exceeding the budgeted amount or outside the adopted budget prior to expending any funds.

Committee Expenditures

The board of directors need not separately approve recommendations for expenditures from any Committee contained in the approved Annual Budget. Once a work plan for that activity is approved with all budget items assigned, the Committee can spend the money without additional approvals. Any Committee or Office expenditure outside of the approved Work Plan and/or Annual Budget shall require prior approval of the board of directors. Committee expenditures above \$250.00 must comply with the competitive bid policy and/or buy a local board of directors policy (see this section above). Committee members should work closely with the executive director and supply adequate and complete invoices and receipts to ensure that checks are prepared correctly and within sufficient time because two signatures are required on all checks over \$250.00.

Financial Records

The treasurer will present the financial statement to the board at the regularly scheduled monthly meeting. The statement will include actual and budgeted income and expenses for the month and year to date totals. Within two months after the close of the fiscal year, the treasurer will prepare a year-end financial statement showing in reasonable detail the source and application of the previous year's funds and the financial condition of the organization. This statement will be presented to the board at the following board meeting.

All financial records of the organization will reside in the BCD office, and will be maintained by the executive director or treasurer. They will open all mail, and bank accounts will be reconciled monthly and compiled in separate files including all canceled checks and deposit records. Deposits will be tracked by maintaining copies of deposit slips, checks, bank deposit receipts and online receipts.

Any contribution, grant, or gift earmarked for a specific activity will be tracked and reported on in a separate restricted fund account.

An independent accountant will conduct an annual financial review and present the results to the board. A formal audit will be conducted as needed, or consistent with non-profit best practices. The BCD will keep records open to audit for three years. These records will be kept in accordance to standards acceptable by accounting professionals. See attached Oregon Records Retention Schedule.

Donors

The board is responsible for identifying financial and in-kind donors. Board members will be

designated to contact potential donors with the assistance of the executive director. Individual committees may also need to solicit donors. This action should be approved by the board to avoid conflicts.

Acknowledgement

All donors shall be listed and tracked on an appropriate database. The executive director or executive committee will acknowledge contributions within two weeks of receipt. Receipts will be issued for all monetary contributions. Every donor giving more than \$250 gift shall receive an acknowledgment letter per IRS instructions in IRS Publication 1770. Donations shall be publicly acknowledged in the BCD materials as appropriate.

Donor restrictions shall be obeyed, including requests for anonymity.

Gift Acceptance

The board will determine whether accepting a gift of cash or other assets will compromise the ethics, financial circumstances, program focus, or other interests of the organization prior to accepting the gift. Such gifts will be publicly acknowledged in BCD materials as appropriate.

Grants

The board of directors will approve any requests to write grants at least a month before the grant deadline. Potential grants must clearly fall within the mission of BCD and be for projects on current work plans or address an emerging local issue consistent with the mission of BCD. A qualified grant writer may be hired to compose the request for the organization. The executive director is responsible for all communication with individual donors and will manage all grants, submit interim and final reports to funders, and maintain high-quality relationships with them.

Employees and committees will keep records, books, and materials in accordance with the requirements set forth in any acquired grant. Reports will be written by the executive director or the executive committee with assistance by volunteers as needed.

The board recognizes that administering a grant is time consuming. The executive director and/or executive committee will be responsible for administering grants acquired by the program which means they may be less involved in other activities.

Grant Management

The executive committee or the board of directors shall approve any grant proposal prior to submission. Any grant with matching fund requirement(s) shall be brought to the attention of the executive director, which in turn shall bring it to the board of directors' attention for approval. Grant files of each grant shall be kept, including the proposal, letter agreement, grant agreement, and any reporting forms. All correspondence related to the grant shall be held in this file.

Restricted funds shall be used for their intended purposes and accounted for separately through the financial statement prepared by the independent accountant. Grant reports and financial accounting, as required by the granting agency, shall be filed according to the conditions of the grant. Detailed follow-up, including evaluation, shall be sent to all donors per the grant agreement.

Communications

Spokespeople

The president and/or the executive director will serve as the primary spokespeople for the BCD. Committee chairs, in conjunction with the president and/or executive director, may be called on in relation to specific projects or activities. No other individuals, without specific board approval, may speak on behalf of the organization. All designated spokespeople must represent the board's position and not their personal opinion. If a board member communicates with the press without advance approval, the board president will speak with the board member about their Duty of Loyalty to the corporation.

Press Releases

The president and/or executive director will issue all press releases. Volunteers may compose the press release and then submit the drafts to the executive director for review and editing. All press releases should be reviewed by at least two individuals. The executive director will distribute all press releases to the appropriate media on BCD stationery. Press releases containing potentially controversial information shall also be reviewed by the board president and executive director.

Publicity

Any opportunities for positive press should be pursued. The board of directors will approve any potential publicity ideas. Digital copies of articles, blog posts and other earned media will be retained with BCD files.

Presentations

The executive director and/or Board president will schedule all presentations to organizations, companies, or interested individuals. At a minimum, two BCD representatives will be present at each presentation. Whenever possible, the executive director will be one of those two people. Employee or board members will prepare any needed handouts.

Events

Suggestions for events will be referred to the appropriate committee for consideration with final approval by the board of directors. Timing, feasibility, cost, and relevance to the program will be considered as part of the budgeting and planning process when approving an event or committee activity. See Administration and Activity Planning section, below.

Email/Internet Usage

Email and internet use are intended for business-related purposes only. Employees, board members or volunteers will not use the BCD email or internet system in a way that may be viewed as insulting, disruptive, or offensive by other persons. Incidental and occasional personal use of email is permitted, provided it is not for political or personal gain. These messages will be treated the same as others and may be monitored. Employees should not use email to transmit any message they would not want to read by a third party since management can access personal messages without prior notice.

Organizational Phone

BCD will maintain a Google Voice number (541-283-6963) and account which may be routed through the executive director's personal cell phone and computer. BCD will not purchase or lease an organizational cell phone. Discretion must be used in discussing confidential or sensitive information on the Google Voice account. Personal use is allowed if the use is brief, does not occur often, does not interfere with official job duties, and is the most effective use of time and resources.

Organizational Social Media

The board will approve which social media platforms to use as tools for communications and branding. Two types of social media accounts will be established. One private account for communicating with the district about program and business information and one public account for communicating event information. To maintain a singular voice the BCD Executive Director is designated the lead for posting to social media pages and in the absence of a Director, the Board of Directors would take the lead. The Directors will appoint a social media lead and a second backup lead from its members to administer and post communications. The social media leads will monitor the BCD pages weekly to ensure it is up to date and relevant. Content will include, but not limited to, event promotions, program information, sharing promotional posts of others in the downtown district, sharing grant information, Oregon Main Street news and BCD website updates. BCD responses to all inquiries are required and shall be made within two days. Postings to social media will pertain to board approved activities only and will follow all board policies in their execution.

Personal Social Media

BCD understands that some employees and board members participate in social networking sites (e.g., Facebook, Twitter, YouTube, LinkedIn) and create and maintain personal websites, including blogs. BCD respects employees' and board members' online social networking and personal Internet use.

However, employees' and board members' presence can affect BCD as words, images, posts, and comments can reflect or be attributed to the organization. Employees and board members should be mindful of using electronic media responsibly and respectfully to others, even on personal time.

Board members or employees shall not post confidential information regarding the organization on BCD's or personal social media accounts. Employees posting on behalf of BCD on any social media accounts are to represent the organization respectfully and professionally in all posts, messages, events, etc. The executive director may establish additional social media guidelines as needed.

Letters of Support

BCD may receive requests for letters of support. Letters of support will only be written when the following points have been addressed:

- The issue pertains to the mission of the BCD.
- The issue directly relates to the central business district recognized by the BCD.

- The board has been furnished with adequate information to make an informed decision.
- The board has been given adequate time to consider the information.
- A discussion involving at least a quorum of board members has been held.
- The request doesn't conflict with the organization's nonprofit status.

BCD may, under the guidelines above, offer the organization's support and/or endorsement for public policy initiative, capital improvement projects, and other activities or other activities that are deemed important to and/or beneficial to the district or organization's success.

BCD does not endorse any political party or specific candidate for office, elected or otherwise. Endorsement of candidates and political policies not approved by the board may not reference BCD.

A copy of each letter will be kept on file.

Administration

Daily operations of the BCD are managed by the board president with assistance of employees (when hired) and volunteers.

Office

The BCD should work to maintain the BCD office within Baker City Hall.

Work Plans

Development of the BCD's work plans will begin in the fall prior to the beginning of the fiscal year. At that time, the board shall meet and establish the organization's goals and objectives for the upcoming year. The goals and objectives shall be forwarded to each committee chair to use as priority guidelines for developing committee work plans. Each committee will develop activities to meet objectives established by the board. A work plan overview that lists committee goals and objectives and activities will be presented to the board for review and approval and for use in the budgeting process.

As work plan drafts are completed by each committee, they will be presented in person to the board of directors for consideration. The work plans will include, at a minimum, a list of tasks to complete each activity, the lead person assigned to each task, amount of staff time needed if applicable, due date for each task, and budget amount. The board will make a decision for each activity plan based upon its affordability, feasibility, and whether it follows the organization's mission. Corrections or additions will be returned to each committee for additional work.

Once the board approves the work plan, the committee may begin work. Committee chairs are expected to keep the board up to date on each work plan activity through their monthly presentations or written reports to the board.

Master Calendar

A master calendar of BCD activities shall be posted in the BCD office and disseminated to volunteers upon board approval of work plans and budget.

Budgeting and Planning Process

See Corvallis budgeting process for planning program budget.

Board

Purpose of Position

Collectively, the board of directors assumes legal and philosophical responsibility for all BCD activities. The board of directors is solely responsible for establishing program policy; approving the annual program budget; hiring, rewarding, and releasing the executive director; and determining the goals of the program.

Requirements

Board members should be prepared to make a financial commitment, and contribute four to ten hours a month to the program. The BCD board typically meets monthly for 60 to 90 minutes. The board may delegate some of its duties to an executive committee or other task forces. Board members outside of the executive committee are expected to serve on one or more of these task forces and/or a standing committee of the downtown program.

Major Responsibilities

The board is responsible for the success or failure of the downtown revitalization program. It is responsible for all of the finances of the organization and establishes program policy. The board is responsible for maximizing volunteer involvement in the downtown revitalization effort. Collectively, the board makes decisions about the program's direction and monitors progress on a regular basis. It sets priorities and makes decisions about the program's political stance. It oversees the work of the executive director, is primarily responsible for raising money for the program, and supports the work of the committees by volunteering time and expertise in support of their efforts. The board of directors is also responsible for fulfilling the legal and financial requirements in the conduct of its business affairs as a nonprofit organization.

Individual Standards

A responsible Main Street program board member commits to:

- Learning about and promoting the purpose and activities of the BCD and the Main Street Approach™ whenever appropriate and possible.
- Attending regular monthly board meetings or notifying employees when absence is necessary.
- Actively participating on at least one committee.
- Actively participating in specific activities or projects promoted by the board which may include:
 - Fundraising.
 - Membership recruitment.
 - Representation on behalf of the program at meetings or events.
 - Attending trainings and workshops.
- Making an annual membership contribution.
- Staying informed about the purpose and activities of the BCD in order to effectively participate in board decisions and fulfilling responsibilities.
- Not speaking with the press.

Officers

President: The president is the executive head of the board of directors and the executive director. The president prepares agendas for and presides over meetings of the board of directors and of its executive committee. The president is an ex-officio member of all committees, and is the official spokesperson for the BCD, and is responsible for overseeing the daily work of the executive director.

Vice President: The vice president performs the duties of the president in the president's absence or disability. The vice president should become familiar with Roberts Rules of Order and assist the board in using them appropriately.

Secretary: The secretary keeps minutes of board and executive committee meetings, conducts correspondence for the BCD, and is responsible for overseeing the organization's records.

Treasurer: The treasurer keeps accounts, prepares reports, and supervises the deposit and withdrawal of funds. The treasurer reports to the board on a monthly basis the fiscal condition of the organization.

Meetings

The Board of Directors will hold regular monthly meetings on the fourth Monday of every month at the BCD office at 12-130 pm or adjusted as scheduling needs arise. The President and/or any three Directors may call a meeting of the Board. At a duly called meeting a majority of the officers shall constitute a quorum. All business of the Board of Directors will be transacted at a duly called meeting of the Board.

Board Packets

Prior to each monthly meeting, Board packets will be made available to each board member and will include the minutes from prior meeting, new agenda, current financials (detailed transactions YTD), committee reports/notes and material for other business as needed. These items will be sent to the Board Secretary no less than five days prior to the next regularly scheduled Board meeting. The secretary will distribute the packet to all of the Board members electronically no less than two days before scheduled meetings. Hard copies will be available at the meeting for each Board member.

Confidentiality is a Board Fiduciary Responsibility

Fiduciary responsibilities mean that board members must act honestly and put the organization's best interests ahead of their own interests. This is part of the board member's Duty of Loyalty to the corporation.

It also means they must avoid or acknowledge conflicts of interest and abstain from voting when such a conflict exists. Board members also have limits on how they can share information and with whom they may share it.

Maintaining confidentiality also means that board members must maintain the confidentiality of any personal or sensitive information they acquire during their service to the board.

Committees

Committees are the backbone of BCD's revitalization effort. It is at the committee level where members "roll up their sleeves" and get the work of the organization done from planning to implementation of specific projects and activities. The BCD will have three standing committees: design, outreach and resources, and events who all follow the Main Street Four Point Approach™. The Board president is responsible for appointing committee chairs based on committee input.

In addition, the board may form an executive committee composed of the officers of the board of directors. The executive committee may act on the board's behalf when necessary but will report any such action to the board at the first opportunity.

Committee Chairs

The committee chairs are responsible for leading the work of their committees to successful outcomes. The committee chairs call meetings, prepare meeting agendas, preside over meetings, and disseminate results of the meetings to the president and the executive director. Committee chairs are action leaders in developing and implementing the program of work. Chairs should recruit and inspire volunteers with their own work and commitment. Specifically, committee chairs' responsibilities include:

- Recruiting committee members.
- Running meetings.
- Organizing work plans and keeping the committee "on-track" with work plans.
- Forging consensus.
- Speaking on behalf of the committee to the board and vice versa (this doesn't mean the chair has to be a board member.)
- Working to coordinate projects with employees.
- Doing the "paperwork" including minutes, work plans, evaluations and committee records.
- Attending all training sessions.
- Do not speak to the press unless the Committee Chair is the board-designated spokesperson for an event or activity.

Committee Members

Committee members attend meetings of their committees, participate in committee deliberations, and carry out agreed-upon tasks between meetings. Specifically, committee members' responsibilities include:

- Committing to at least one year of service.
- Committing to monthly committee meetings and subcommittee meetings as necessary.
- Working three to five hours per month outside of committee meetings.
- Attending all training sessions.
- Reading orientation materials.
- Learning about the Main Street Approach to downtown revitalization.
- Recruiting and orienting new members.
- Preparing in advance for meetings.

- Cooperatively drafting an annual work plan.
- Taking responsibility for projects.
- Always presenting the organization in a positive light to the public.
- Do not speak with the press.

Volunteer Timekeeping

Committee chairs are responsible for creating and submitting time sheets for committee volunteers. Having each volunteer provide their hours for the month at the monthly meeting is the easiest. Volunteer hours are submitted regularly to the Oregon Main Street program as part of our regular report.

Personnel Policies

Equal Employment Opportunity

The BCD is an equal opportunity employer and will not discriminate against any qualified employee or applicant for employment with regard to race, color, religion, national origin, sex, age, marital status, sexual orientation, disability, or any other basis prohibited by local, state, or federal laws.

At-Will Employment

Oregon is an "at-will" employment state. See [BOLI : Employment at will : For Employers : State of Oregon](#) Unless there is a contract or law that states otherwise, Oregon employers may discharge an employee at any time, for any reason, or for no reason at all. However, there are some exceptions to this rule. For example, an employee cannot be terminated for discriminatory reasons, such as race, color, religion, sex, national origin, age, disability, or genetic information. An employee cannot be terminated for refusing to engage in illegal activity. Employees who believe they have been wrongfully terminated may file a complaint with the Oregon Bureau of Labor and Industries.

Probationary Time Period

Full-time employees newly hired are subject to a 90-day probationary period to verify skills, capabilities, and suitability to their position. Likewise, this allows the new employee to evaluate the BCD as a workplace.

The designation of this time frame only constitutes an obligation to retain the employee at the end of the specified period. During this time, either BCD or the employee may terminate the working relationship without cause or advance notice. At the end of the 90 days, the executive director or board of directors may extend the period for another 60 days at their discretion.

Full-time employees are eligible for all benefits during the introductory period but may only use accrued vacation, sick time, or health benefits once the 90-day probationary period is complete.

Employment Classifications

Salaried full- or part-time employees receive an agreed upon dollar amount for each pay period. Generally only the executive director will hold a salaried position. Salaried positions are considered exempt and are excluded from federal and state wage and hour laws. A board vote is required to authorize a position to move from hourly to salaried.

Full-time, exempt employees may be eligible for bonuses depending on their job description, offer letter, or contract with the organization.

Hourly employees are paid by the hour for work completed. They can be full- or part-time or seasonal and are non-exempt positions. BCD will pay all workers in compliance with Oregon minimum wage according to <https://www.oregon.gov/boli/workers/pages/minimum-wage.aspx>.

If you are paid by piece rate, per hour, by commission, or by the day, your wages must still add up to at least minimum wage for each hour you work.

- Tips are separate and cannot be counted as wages. Tip credits are illegal in Oregon. Please see above for the minimum wage rate you should be earning.
- You cannot agree to make less than the minimum wage. The minimum wage is the same for adults and minors.
- If you make minimum wage, you likely qualify for the Earned Income Tax Credit, which could give you up to \$6,500 back on your taxes.

Supervisors

The board president supervises the executive director. The executive director supervises all other paid employee positions.

Pay Period

The standard pay period is semi-monthly. The work period from the 1st to the 15th of the month will be paid on the 20th and the period covering the 16th to the end of the month will be paid on the 10th. When a payday falls on a weekend or holiday, paychecks will be distributed on the last working day prior to the weekend or holiday.

The standard work week is Monday through Friday. The standard workday is eight hours. The standard work hours are from 8:00 a.m. to 5:00 p.m. However, salaried employees are expected to work excess hours as needed to accomplish the job (i.e., it is not a 40 hour per week job).

The lunch period for all employees is one hour, normally falling sometime between the hours of 11:00 a.m. and 1:00 p.m. Full-time employees also qualify for a 10-minute break in the morning and the afternoon.

Part-time employees qualify for a 10-minute break for each four hours worked. The rest period must be allowed no later than the end of the third hour of the shift.

Deductions

Deductions from paychecks are allowed if legally required (such as taxes) or if you voluntarily agree in writing and the deduction is for your benefit. Your paycheck must show the amount and purpose of each deduction.

Timekeeping

Each non-exempt employee is responsible for accurately recording their time. Non-exempt employees should record the time they begin and end work, as well as the beginning and ending of each meal period. Timesheets shall be signed by the employee and turned in to the executive director on the last day worked prior to each pay day.

Overtime

BCD intends to compensate overtime in accordance with federal and state law. Only non-exempt, full-time employees are eligible for overtime pay. Overtime will be compensated at the rate of one and one-half hours for each hour worked. Non-exempt employees must receive advance authorization from their supervisor to work beyond the standard work day. Overtime will not be paid for less than 15 minutes worked in excess of eight hours per day or 40 hours per week. If an employee works more than 15 minutes in excess of the eight hours in a given day, he or she will be paid for all overtime (including the first 15 minutes).

Compensatory Time Off

Exempt, full-time salaried employees may, at the discretion of their supervisor, receive compensatory time off for excessive weekend and holiday hours worked. Employees must have advance approval, documented in a note, before they can accumulate compensatory time off. Adjusted time off should be taken within the current pay period or, if that is not possible, the following pay period.

Outside Employment/Honoraria

BCD neither promotes nor discourages outside employment. However, employees shall not engage in outside employment and receive compensation for his or her services if the services are within the scope of the employee's official duties. Employees shall check with their supervisor to ensure conflicts with their employment status do not exist prior to accepting any outside employment.

Employees may not accept an honorarium when a service is provided while on regular pay status. Any honoraria received in this circumstance will go to BCD's general fund. For example, if an employee received an honorarium for speaking at a conference while on the clock for BCD, the honoraria would go to BCD's general fund. If, however, the employee took vacation time to speak at the conference, they would be eligible to keep the honoraria.

Employment of Relatives

The BCD discourages, but does not prohibit the hiring of relatives. However, one general restriction has been established to help assure fair treatment of all employees. Close family members such as parents, children, spouses, or in-laws will not be hired into, or transferred into, positions where they directly or indirectly supervise or are supervised by another close family member. This policy also applies to individuals who are not legally related but who reside with another employee.

Conflicts of Interest

A conflict of interest occurs when an employee's personal interests interfere with their ability to perform their job duties impartially. Employees must disclose any conflicts of interest to their supervisor. Examples of conflicts of interest include:

- Accepting gifts or favors from vendors or customers add over a specific amount \$100.
- Investing in a company that does business with the employer.
- Moonlighting for a competitor.
- Using company resources for personal gain.

Employees who violate the conflict-of-interest policy are subject to disciplinary action, including termination.

See both the IRS Sample Conflict of Interest Policy and Conflict of Interest Annual Statement for Board Members in the Appendix.

Dress Code

Employees are expected to wear appropriate business attire. Employees should also refrain from wearing clothing with slogans that might be offensive to others.

Employee Evaluations

Newly hired employees will receive performance evaluations after 90 days and again at six months. Thereafter, all employees will receive a performance evaluation annually unless otherwise noted. The board president, with input from the full board, shall review the performance of the executive director. The executive director shall review the performance of other employees. The executive director and employees are also encouraged to discuss job performance and goals on an informal, day-to-day basis.

Unacceptable Job Performance

The board president, with input from the full board, will first advise the executive director verbally if he or she is not performing to acceptable standards. In the case of other employees, it will be the executive director's duty to first advise them if they are not performing to acceptable standards.

An employee will receive a written warning for review and action if satisfactory improvement hasn't been made after the verbal warning and within a maximum period of 30 days. If the employee's performance does not improve to an acceptable level after a written warning, further action will be taken, which may include termination without severance allowance.

The board reserves the right at any time to skip steps in the disciplinary process as is befitting the situation.

Absenteeism and Tardiness

The BCD expects employees to be at work on time and to work a full eight hours. Employees who will be absent from work for any reason must call his or her supervisor by 8:30 a.m. of that day. Repeated absenteeism or tardiness will be noted and may be cause for disciplinary action up to and including termination. A deduction of wages in increments of 15 minutes (rounded up) will be taken for tardiness of hourly employees.

Resignation/Termination

An employee may give his or her employment resignation to BCD at any time. Two weeks notice is recommended. The BCD may also terminate an employee's employment without cause or for just cause deemed appropriate by the board. At termination, the BCD determines any pay due to the employee, and makes arrangements for transfer of any benefit plan assets that may exist. All keys, materials, and equipment belonging to the BCD must be returned to the supervisor. All passwords relating to voicemail or computer access will also be disclosed to the supervisor prior to departure.

BCD follows all final pay rules governed by the State of Oregon. See [BOLI : Paychecks : For Workers : State of Oregon](#).

- If you quit with less than 48 hours' notice (not including weekends and holidays), your paycheck and any wages owed are paid within five business days or on the next regular payday, whichever comes first.
- If you quit with at least 48 hours' notice, your final check is paid on your last day of employment unless that day is a weekend or a holiday. In that case, your check is paid on the next business day.

- If you are discharged, your final paycheck is paid by the end of the next business day.

Grievance Procedures

Any employee who believes he or she has been treated unfairly or in a manner contradictory to these policies should bring their concern to the attention of their supervisor. If the issue is a conflict with the executive director, the employee should contact the board president. If the executive director has an issue with the board president, the executive director may bring their concern to the vice president.

Personnel Files

The BCD maintains up-to-date personnel files on all employees. An employee may review his or her file in the office in the presence of a representative of the organization on request. Nothing may be added or removed from the file by the employee. These records are maintained by the executive director. All records are the property of the BCD.

Privacy

Personal information about employees is private and will be protected, to the extent allowed by law, from distribution outside the BCD. Within the BCD, employees' personal information will be made accessible to board members, supervisors, and contractors on an "as needed" basis.

Workplace Environment

BCD prohibits unlawful discrimination and harassment. See [BOLI : Sexual harassment : For Workers : State of Oregon](#). This policy defines these terms and provides a complaint procedure for employees who believe they have been the victims of prohibited conduct. This policy applies to all matters related to hiring, firing, transfer, promotion, benefits, compensation, and other terms and conditions of employment.

It is BCD's policy to provide a work environment free from unlawful discrimination or harassment based on race, color, religion, sex, sexual orientation, national origin, marital status, age, expunged juvenile record, performance of duty in a uniformed service or physical or mental disability, or any other characteristic protected by local law, regulation, or ordinance.

Our policy is that all employees, customers, clients, contractors, and visitors to the work site are entitled to a respectful and productive work environment free from behavior, action, or language that constitutes workplace harassment or discrimination. The "workplace" includes when employees are on company premises, at a company-sponsored off-site event, traveling on behalf of the company, or conducting company business, regardless of location.

The policy prohibits any conduct at work that a reasonable person in the individual's circumstances would consider unwelcome, intimidating, hostile, threatening, violent, abusive, or offensive. It also prohibits employment actions, including hiring, promotion, termination, and compensation decisions, to be taken based on a protected characteristic. This policy also prohibits any form of retaliatory action toward an employee for filing a complaint of discrimination, harassment, or for participation in an investigation of a complaint.

Workplace harassment can be based on national origin, age, sex, race, disability, religion, sexual orientation, gender identity, or gender expression. It may also encompass other forms of

unwelcome, hostile, intimidating, threatening, humiliating, or violent behavior that is not necessarily illegal, but still prohibited by this policy.

Prohibited Conduct

This policy prohibits conduct based on an individual's protected class status. Although by no means all-inclusive, the following examples represent prohibited behavior:

- Physical harassment, including but not limited to unwelcome physical contact such as touching, impeding, blocking movement, or any physical interference with work;
- Verbal harassment, including but not limited to disparaging or disrespectful comments, jokes, slurs, innuendoes, teasing, and other sexual talks such as jokes, personal inquiries, persistent unwanted courting, and derogatory insults;
- Nonverbal harassment, including but not limited to suggestive or insulting sounds, obscene gestures, leering, or whistling;
- Visual harassment, including but not limited to displays of explicit or offensive calendars, circulation of derogatory content, posters, pictures, drawings, or cartoons that reflect disparagingly upon a class of persons or a particular person; or
- Sexual harassment, as described above, including but not limited to unwelcome sexual advances, requests for favors in exchange for conduct of a sexual nature, submission to unwelcome conduct of a sexual nature in exchange for a term of employment, or other conduct of a sexual nature.

Sexual Harassment

Sexual Harassment is unwanted conduct of a sexual nature inflicted upon a person or compelled through physical force, manipulation, threat, or intimidation. It can also include conduct that is not sexual but is gender related. Sexual harassment includes the harassment of the same or the opposite sex.

Sexual harassment is a form of workplace harassment and includes, but is not limited to, the following types of conduct:

- Unwelcome sexual advances, requests for sexual favors, or other conduct of a sexual nature when such conduct is directed toward an individual because of that individual's sex and submission to such conduct is made either explicitly or implicitly a term or condition of employment, or submission to or rejection of such conduct is used as the basis for employment decisions affecting that individual.
- Unwelcome verbal or physical conduct that is sufficiently severe or pervasive unreasonably interferes with work performance or creates a hostile, intimidating, or offensive working environment.
- Quid pro quo means "this for that" in Latin. This terminology describes harassment typically involving a supervisor giving or withholding employment benefits based on an employee's willingness to grant sexual favors.
- A "Hostile work environment" is a work atmosphere in which a pattern of offensive sexual conduct is involved. It could include any unwelcome verbal or physical conduct that is sufficiently severe or pervasive to unreasonably interfere with work performance or

create an intimidating, hostile, or offensive working environment.

Penalties

We will not tolerate discriminatory conduct, harassment, or sexual assault. Any individual found to have engaged in such conduct may face disciplinary action up to and including dismissal. The company may also subject managers and supervisors who fail to report known harassment – or fail to take prompt, appropriate corrective action — to disciplinary action, including potential dismissal.

Retaliation Protections

BCD prohibits retaliation against any employee for filing a complaint regarding conduct violating this policy. BCD will not tolerate retaliation against any employee for raising a good faith concern, for providing information related to a concern, or otherwise cooperating in an investigation of a reported violation of this policy. Any employee who retaliates against anyone involved in an investigation is subject to disciplinary action, including dismissal.

Any employee aware of or experiencing discrimination, harassment, or sexual assault in the workplace should report that information immediately to a company designee, in this case, the executive director or the board president. Specifically, an employee may make the report verbally or in writing to the employee's immediate supervisor or higher management if the employee prefers.

Alternatively, an employee may report the harassment to the company's human resource office or any member of the board or Executive Committee. Employees may report to any of the people listed above, regardless of any chain of command. All employees are encouraged to document any incidents involving discrimination, harassment, and sexual assault as soon as possible.

Alcohol and Drug Policy

The BCD will not tolerate substance abuse from employees in work status. Any employee reporting for work under the influence of alcohol or misuse of drugs will be asked to leave immediately. Under these circumstances, assistance will be provided to ensure that the employee arrives home safely. Any employee who repeatedly reports to work under the influence of alcohol or misuse of drugs will be subject to termination.

An employee taking a prescribed medication which may affect their performance or safety shall discuss this with their supervisor to ensure the safety of employees and the quality of work. For example, if taking medication causes drowsiness, it is preferable to work from home or take sick leave rather than risk an accident driving to work or to a meeting.

Safety

The BCD expects its employees to conduct themselves in a safe manner. Please use good judgment and common sense in matters of safety, and observe any safety rules posted in various areas. Inform your supervisor immediately if an accident or injury occurs.

All employees have a right to a safe and healthy place to work. If you are concerned about safety

or health problems where you work, tell your employer. That is your right. You also have the right to:

- Discuss safety or health problems with your co-workers.
- Participate in union activities about safety and health matters.
- Report job hazards to Oregon OSHA
- Participate in safety and health inspections with an Oregon OSHA inspector.
- Testify in court about job hazards where you work.

Inform the executive director immediately if an accident or injury occurs.

Smoke Free Environment

Smoking is not allowed in the BCD office or other facilities rented or leased by the organization.

Time Off

Vacation pay, holiday pay, and sick leave are examples of wage agreements that may be made between employers and employees as a part of the employee's total compensation package. There is no requirement to offer these benefits, but the BCD believes that these benefits are important for work/life harmony.

Vacation

All full-time employees are eligible for vacation. During the first year of employment, a full-time employee accrues .834 days for each month worked up to ten days. Accrued vacation time may be taken after six months of employment. Vacation time increases with years of service, as shown in the following table:

Years of Service	Vacation Days	Accrued
1 st year	10	.834 days per month up to 10 days
2-5 years	12	1 day per month up to 12 days
6-9 years	14	1.17 days per month up to 14 days
10 or more years	20	1.67 days per month up to 20 days

Vacations may be taken at any time during the calendar year, but should be scheduled to avoid conflicts with other employees' vacations and busier times of the year. Specific vacation dates must be approved by the supervisor at least 14 days prior to the anticipated vacation time.

No more than five vacation days can be carried over to the next year. Preference will be given to the employee with the greatest length of service if there is a vacation scheduling conflict.

At termination, an employee is paid at his or her normal daily rate for any days of unused vacation.

Holidays

All full-time employees are eligible for holiday pay. The following paid holidays will be observed:

- New Year's Day
- Memorial Day

- Juneteenth
- Independence Day
- Labor Day
- Veteran’s Day
- Thanksgiving Day
- Christmas Eve Day
- Christmas Day
- One personal floating holiday

Employees may not elect financial compensation in lieu of taking time off for a holiday. If a full-time employee needs to work on a holiday due to the nature of the job, an alternate day off will be allowed in lieu of taking the holiday. The alternate day off must be approved by the president at least two weeks prior to taking the alternate day off.

If a holiday falls on a weekend, the holiday will be observed on the closest Friday or Monday, or on the customary day.

Sick Leave

All full-time employees accrue one-half sick day per month and up to 40 hours of sick time off each year per OAR 839-007. Sick leave begins to accrue for employees after 90 days. Employees may use sick leave as it is accrued. Employees may accrue a maximum of 120 hours of sick leave. When an employee expects to miss work because of an illness or accident, they should notify their supervisor by 8:30 a.m. of that day, explaining the reason for absence and the expected date and time of return.

Sick leave will be granted, upon approval of the supervisor, for the following reasons: employee illness or injury; injury or illness of a member of the employee’s immediate family; medical, dental, psychological, psychiatric, or optical examination or treatment of the employee or member of their immediate family. Unused sick leave is not compensated upon termination.

Leave of Absence

An employee may unavoidably need to be away from work. Employees without accrued sick leave or annual leave may be granted reasonable leave without pay upon approval of their supervisor.

BCD is not required by law to provide family leave because we employ under 25 employees, but the organization believes that family leave is an important benefit to retain high-quality employees and thus complies with the Oregon Family Leave Act. See [BOLI : Oregon Family Leave Act \(OFLA\) : For Workers : State of Oregon](#).

Paid Leave Oregon

Paid Leave Oregon is a new program that ensures individuals, employers, and families of every kind have the time and support they need to care for themselves and their loved ones when they need it most. Employees can begin applying for Paid Leave Oregon benefits effective September 3, 2023. Any leave taken prior to this may be unpaid.

Employees who made \$1,000 or more the year before applying for Paid Leave and are experiencing a qualifying event may be eligible. You may be eligible if an employee works a full-time, part-time, or seasonal job.

To apply for leave, please visit <https://paidleave.oregon.gov/employees/overview.html>.

Oregon Family Leave

The Oregon Family Leave Act provides up to 12 weeks of protected leave per year for any of these reasons.

- Parental leave (either parent can take time off a child's birth, adoption, or foster placement).
- Serious health condition (your own, or to care for a spouse, parent, parent-in-law, child, grandparent or grandchild, same-sex domestic partner, or parent or child of a same-sex domestic partner).
- Pregnancy disability leave (before or after the birth of a child or for prenatal care). *You can take up to 12 weeks of pregnancy disability leave in addition to the 12 weeks for any reason listed here, including additional pregnancy disability leave.
- Sick child leave (for your child with an illness or injury requiring home care not serious).
- You can also take OFLA-protected time if your child's school or childcare provider is closed due to a statewide public health emergency, such as the coronavirus pandemic school closures.
- Military family leave (if your spouse or same-sex domestic partner is a service member who has been called to active duty or is on leave from active duty).
- Bereavement leave (up to 2 weeks of leave after the death of a family member).

BCD will provide full-time employees with the same health insurance benefits as when you are working. Employees will be responsible for paying any employee health insurance premiums during their absence. If the time off is unpaid, premiums will be deducted from the employee's paychecks upon their return.

When you return from leave, you will be returned to your former job or a similar position if your old job no longer exists.

To be eligible to take this time off, you must have worked an average of at least 25 hours per week for six months (180 days) beforehand. Termination, layoff, or removal from the schedule of up to 180 days is not counted against you in determining your eligibility. Also, during a public health emergency, you may become eligible after 30 days if you work at least 25 hours a week in the 30 days before taking leave. See [BOLI : Oregon Family Leave Act \(OFLA\) : For Workers : State of Oregon](#).

Maternity Leave

The BCD will grant a leave of absence without pay for a maternity leave of absence associated with pregnancy. Maximum leave is 90 days, starting with the last day the employee worked prior to the delivery.

A written request for a maternity leave of absence must be presented to the supervisor at least four weeks before the start date of the leave of absence. Failure to report to work on the first day after the expiration of the maternity leave of absence will be considered a voluntary termination of employment. See [BOLI : Oregon Family Leave Act \(OFLA\) : For Workers : State of Oregon](#).

Jury Duty Leave

It is the policy of the BCD to encourage employees to serve on jury panels. An employee should inquire about the duration of the jury trial in advance of accepting such service. The employee should request to be excused from jury duty if the anticipated duration will cause a major disruption at work.

While performing jury duty, exempt employees will continue to be paid their normal salary. For non-exempt employees, jury duty will be unpaid.

Bereavement Leave

The BCD will grant up to three working days of bereavement leave with pay to employees if there is a death in their immediate family to handle family affairs. "Immediate family" is defined as: father, mother, sister, brother, spouse, significant other, child, grandparents, and grandchildren, including "step," and "in-law" family members. Employees need to contact their supervisor to request bereavement leave. Unused bereavement leave is not compensated upon termination.

Voting Leave

It is the policy of the BCD to encourage all of its employees to participate in the election of government leaders. Therefore, adequate time off is allowed at the beginning or end of the workday to exercise this right. Please be sure to schedule this time off with your supervisor.

Worker's Compensation

Employees are protected under provisions of the State Industrial Insurance program (Worker's Compensation). Worker's Compensation provides medical and hospital care and partial compensation for lost time due to work-related accident or illness. The BCD and employees share in the cost of this program. All job related accidents should be reported immediately to your supervisor.

- Tell the executive director about your work-related injury or illness right away.
 - Fill out Form 801, "Report of Job Injury or Illness," and turn it into the executive director. Your employer should send the form to its workers' compensation insurance carrier within five days of your notice. Your employer should provide you with this form.
- If you go to the doctor after your injury, let your doctor know it is a work-related injury.
 - Your doctor should help you complete Form 827, "Worker's and Health Care Provider's Report for Workers' Compensation Claims." Your doctor should send this to the insurer within 72 hours of your visit to help file your claim.
 - Your employer cannot pay for medical costs out-of-pocket. Your doctor should not bill you.
- The insurer has 60 days from your employer's knowledge of the claim to timely accept or deny your claim. You will be notified of the decision in writing.
- If your claim is denied, the insurer will send you a letter explaining why it was denied and your appeal rights.

You can verify your employer's insurer by asking your employer or using the online coverage lookup tool.

Medical

The BCD does not provide medical, dental, or vision coverage.

Disability Coverage

The BCD does not provide disability coverage.

Retirement Benefits

The BCD does not provide retirement benefits.

Life Insurance

The BCD does not provide life insurance coverage.

Manual Disclosure

This Policies and Procedures Manual is a living document that is updated as needed to reflect changes in company policy or law. The most recent update to the Policies and Procedures Manual was made on April 22, 2024. Employees are responsible for reviewing the Policies and Procedures Manual on a regular basis to stay informed of the latest policies and procedures.

If you have any questions about the Policies and Procedures Manual, please contact the executive director.

Here are some of the reasons why the Policies and Procedures Manual may be updated:

- To reflect changes in company policy.
- To comply with new laws or regulations. To address feedback from employees.
- To improve the clarity or readability of the Manual .

It is important for employees to be aware of changes to the Policies and Procedures Manual so that they can comply with the latest policies and procedures. Employees should review the Policies and Procedures Manual on a regular basis, or whenever they are unsure about a particular policy or procedure. The organization is not required to provide direct notification of updates or changes to these policies.

Unless otherwise noted, any changes to Oregon employment laws will supersede those referenced in this document unless the organization is exempt from such laws and regulations.

In signing an offer letter, the employee agrees to follow all the policies and procedures outlined in this Policies and Procedures Manual . If the employee violates any of the policies, they may be subject to disciplinary action, up to and including termination.

Appendix

Acknowledgement Form

I have received a copy of the Baker City Downtown Policies and Procedures Handbook and understand its contents. I acknowledge that it is my responsibility to ask questions about anything I don't understand.

I understand it is my responsibility to abide by all the Baker City Downtown (BCD) rules and regulations as set forth in this handbook, as well as other rules or regulations the BCD may establish at its sole discretion. I also understand the contents of this handbook may be changed by the BCD at any time, with or without notice.

I further understand and acknowledge this handbook provides guidelines and information, but this handbook is not, nor is it intended, to constitute an employment contract of any kind. I understand my employment and compensation can be terminated at the option of either the BCD or myself at any time for any reason. I understand this handbook and the acknowledgement form do not vary or modify the at-will employment relationship between myself and the BCD

Employee's Signature

Date

Please return this form to the executive director or the board president.

IRS SAMPLE CONFLICT OF INTEREST POLICY

ARTICLE I: PURPOSE

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

ARTICLE II: DEFINITIONS

1. Interested Person

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

2. Financial Interest

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

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

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

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

ARTICLE III: PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be allowed to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave.

While determining a conflict of interest, the governing board or committee is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may present at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving a possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall decide whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and allow the member to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV: RECORDS OF PROCEEDING

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

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

ARTICLE V: COMPENSATION

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

ARTICLE VI: ANNUAL STATEMENTS

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

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and must engage primarily in activities that

accomplish one or more tax-exempt purposes to maintain its federal tax exemption.

ARTICLE VII: PERIODIC REVIEWS

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

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

ARTICLE VIII: USE OF OUTSIDE EXPERTS

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

From IRS 1023 instructions, Schedule A

Page 25 of [Instructions for Form 1023](#) (Rev. January 2020) (irs.gov)

Conflict of Interest Form

It is the policy of the Baker City Downtown (BCD) that the directors, officers, employees, and volunteers avoid conflicts of interests between their own personal, professional, and business interests and the organization.

I understand the purposes of this policy are to protect the integrity of the BCD decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of employees, board members, officers, and volunteers.

In the course of meetings and activities, I will disclose any interest in a transaction or decision where I, my family, my business or employer, or close associates will receive a benefit or gain. After disclosure, I understand I will be permitted to participate in the discussion, but I will not be permitted to vote on the question. I have the option to leave the room for the vote if I desire.

In addition, while serving or working for the BCD, I agree to abstain from discussing or voting when the needs of the BCD interfere or coincide with a separate board or organization with which I am currently active.

I understand this policy is meant to supplement good judgment. I will respect its spirit as well as its wording.

Signed

Date

Printed Name

Board Contract

I, _____, understand that as a member of the Board of Directors of _____, I have a legal and moral responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson when called upon.
2. I will attend at least 75% of board meetings, committee meetings, and special events.
3. I will make a personal financial contribution at a level that is meaningful to me.
4. I will actively participate in one or more fundraising activities.
5. I will act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
6. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other board matters.
7. I will work in good faith with employees and other board members as partners towards achievement of our goals.
8. If I don't fulfill these commitments to the organization, I will expect the board president to call me to discuss my responsibilities.

In turn, the organization will be responsible to me in several ways:

1. I will be sent, without request, monthly financial reports and an update of organizational activities that allow me to meet the "prudent person" section of the law.
2. Opportunities will be offered to me to discuss with the executive director and the board president the organization's programs, goals, activities, and status. Additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.
4. Board members and employees will respond in a straightforward fashion to questions I have and feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization. Board members and employees will work in good faith with me towards achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board president and executive director to discuss these responsibilities.

Signed:

_____ Date: _____
Member, Board of Directors

_____ Date: _____
President, Board of Directors

Have the board president sign two copies of this agreement, and ask new board members to sign them, return one copy to the Board President, and keep the other for reference. Source: Jan Masaoka, Board Café

Employee Protection (Whistleblower) Policy

If any employee reasonably believes that some policy, practice, or activity of the organization violates the law, a written complaint must be filed by that employee with the executive director or the board president.

It is the intent of the BCD to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this policy is to support the organization's goal of legal compliance. All employees' support is necessary to comply with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention and provides the organization with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement.

The BCD will not retaliate against an employee who, in good faith, has made a protest or raised a complaint against some practice of the organization or of another individual or entity BCD has a business relationship, based on a reasonable belief that with whom the practice violates the law or a clear mandate of public policy.

BCD will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body any activity, policy, or practice of the organization that the employee reasonably believes violates a law, or a rule, or regulation mandated under law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

My signature below indicates my receipt and understanding of this policy. I also verified that I was allowed to ask policy questions.

Signed

Date

Printed Name

“Cheat Sheet” to Parliamentary Procedure

The Action	What you Say	Second Needed	Vote Needed	Comments
Introducing business	“I move that...”	Yes	Majority	Can be debated and amended
Request information	“Point of Information”	No	None	Cannot be debated
Adjourn meeting	“I move that we adjourn”	Yes	Majority	Cannot be debated or amended
End debate	“I move the previous question”	Yes	Two-thirds	Cannot be debated or amended
Postpone discussion	“I move to postpone discussion until...”	Yes	Majority	Can be debated and amended
Make a motion	“I move that...”	Yes	Majority	Can be debated and amended
Amend a motion	“I move to amend the motion by ...”	Yes	Majority	Can be debated and amended
Reintroduce a tabled issue	“I move to take from the table...”	Yes	Majority	Cannot be debated or amended
Temporarily suspend rules	“I move to suspend the rules so that...”	Yes	Two-thirds	Cannot be debated or amended
Call for a break	“I move that we recess for...”	Yes	Majority	Can be amended but not debated
Send an item to committee	“I move to refer the matter to committee”	Yes	Majority	Can be debated and amended
Verify a voice vote	“I call for a division”	No	None	Cannot be debated or amended. Voters stand or raise hands for vote count.

Source: Lauren Adkins, National Trust Main Street Center