



Board Policies and Procedures

Upper Peninsula Animal
Welfare Shelter, Inc.

UPAWS Board of Directors Policy and Procedure Receipt Acknowledgement

Please read the UPAWS Board of Directors Policies and Procedures carefully to ensure that you understand the policy document before signing this acknowledgement form.

I have read and been informed about the content, requirements, and expectations for UPAWS Board members and agree to act in accordance and in compliance with the UPAWS Board of Directors Policies and Procedures.

I understand that if I have questions, at any time, regarding the UPAWS Board of Directors Policies and Procedures, I will consult with either the Policy/Bylaws Committee or the Board President.

Finally, I understand that the contents of the UPAWS Board of Directors Policies and Procedures are simply policies and guidelines, not a contract or implied contract with UPAWS. The contents of the UPAWS Board of Directors Policies and Procedures may change at any time.

I, therefore, acknowledge receipt of the UPAWS Board of Directors Policies and Procedures:

Board Member Signature: _____ Date: _____

Board Member Printed Name: _____

Received By: _____

**** The Board of Directors Policies and Procedures shall be reviewed annually by each member of the Board of Directors. Any changes to the Policies and Procedures shall be communicated to all Board members.****

Board of Directors Policies and Procedures

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1.0 About the Shelter

- A. UPAWS was originally incorporated as the Marquette County Humane Society, Inc. on September 5, 1975. The UPAWS Shelter is a private, non-profit organization and is exempt from income taxes under IRS, Section 501(c)(3).
- B. UPAWS is a community-supported partnership of individuals and businesses committed to ensuring responsible care for and respectful treatment of domestic animals.
- C. UPAWS is a companion-animal welfare organization and does not involve itself with issues that are not directly related to their Mission.
- D. UPAWS derives its revenues from the following sources:
 - 1. Direct Public Support (e.g., memberships, donations, sponsorships, etc.)
 - 2. Shelter Services (e.g., adoptions, etc.)
 - 3. Fundraising
 - 4. Impound contracts with various governmental units
 - 5. Retail Sales
 - 6. Grants
- E. Shelter Operations: Individual members of the Board of Directors, the Executive Director and the Shelter Manager share a common interest in the shelter's well-being; however, each has a different role.
 - 1. The Board is the Employer and has ultimate responsibility for the organization. The Board creates the corporate vision and the framework or policy guidelines within which the Executive Director and Shelter Manager work.
 - 2. The Executive Director and Shelter Manager have the responsibility for making the corporate vision a reality within the policy guidelines set by the Board.
 - 3. Any concerns about the policies/procedures of the shelter should be directed to the President of the Board of Directors.

Affiliations

UPAWS operates independently of all other animal organizations and humane societies.

UPAWS Membership

A. Membership Dues: The following schedule sets forth the dues:

1. Annual \$20.00/person/year
2. Lifetime \$500.00/person/one time
3. Business
 - a. Supporter \$100-\$199/year
 - b. Sponsor \$200-\$499/year
 - c. Patron \$500-\$999/year
 - d. Benefactor \$1,000 and above/year

B. Annual Membership Dues: Annual membership dues must be paid every twelve months to remain in good standing. All memberships expire on the final day of the month in which the qualifying donation was made in the previous year.

C. Granting Lifetime Memberships: The Board of Directors, at its discretion, may grant annual or lifetime memberships. Assisi Award winners Shall be granted automatic individual lifetime memberships.

D. Membership Benefits:

1. Individual Members: Upon showing a current membership card, individual and lifetime members shall receive 10% off the purchase of UPAWS retail merchandise. (This does not include items being sold as part of a fundraiser, such as calendars).
2. Business Members: Business members will receive acknowledgment of their support as deemed appropriate by UPAWS including but not limited to listing in newsletters, UPAWS website or in the Annual Report.
3. Other benefits may be afforded members as deemed appropriate at the discretion of the Board of Directors.

E. Termination of Membership: The Board of Directors may, at its discretion, terminate the membership of any member with cause. A member facing such action shall be given the opportunity to address the Board and be heard.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

2.0 Operational Guiding Principles and Policies

- A. UPAWS believes in and supports the “No Kill”* Philosophy, the components of which include the provision of the following;
1. Comprehensive Adoption Program: one that is transparent, fair, includes counseling and follow-up, off-site adoptions and non-traditional placements, and utilizes marketing and promotional tools;
 2. Foster Care Program: including training and guidelines for fosters; including different types or levels of fosters with a clear understanding of where they “fit” in terms of rights and responsibilities;
 3. Transport Program: UPAWS will maintain a network of shelters and rescues to transfer animals both in and out;
 4. Community Spay/Neuter Program: UPAWS will ensure either a fully or partially funded program;
 5. Volunteer Program: UPAWS volunteers will receive training in best practices and guidelines;
 6. Pro —Active Return-to-Owner Program;
 7. Pet Retention Program;
 8. Medical and Behavioral Rehabilitation Program;
 9. Public Relations and Community Engagement Program: Making the community feel they can and do make a difference by ensuring transparency and fairness in all facets of shelter operations;
 10. Feral Cat Program: Ensuring programs and services to address the needs of semi-social or feral cats (i.e., Barn Buddy); and
 11. Above all; ensuring that the UPAWS Board of Directors, Staff, and Volunteers are committed to all of the above as a comprehensive “package” of programs and services.
- * Based upon the No Kill Equation from “Redemption: The Myth of Pet Overpopulation and The No Kill Revolution in America” by Nathan J. Winograd.*
- B. Every domestic animal shall be accepted at no charge and with no regard to species, space, sex, age, breed, color or health.

1. Owner Surrender: The owner shall surrender the animal and provide veterinary records, thereby releasing UPAWS from further obligations to the owner. The owner may request to be contacted prior to euthanasia in the event the animal cannot be re-homed or re-located.
 2. Stray Animals: Stray or abandoned animals will be impounded pursuant to State Law or contracted services agreements. Every effort will be made to reunite stray pets with their owners.
 3. Seized Animals: Animals that are part of cruelty or neglect investigations may be impounded for an extended length of time, pending legal resolution.
 4. Wildlife: Due to state regulations, we do not accept wildlife. Therefore, any wildlife brought to UPAWS will be released back into the wild or transferred to a licensed wildlife rehabilitator.
 5. Feral Cats: Every effort will be made to trap, neuter, return (TNR) feral cats to a suitable habitat.
- C. Every animal has an individual right for humane treatment while in the care of UPAWS.
1. Care: Animals shall be provided with species-appropriate food, fresh water, a clean and sanitary environment, social interaction, exercise, appropriate medical treatment and emergency treatment when needed.
 2. Testing and Evaluation: Behavioral testing and evaluation shall be used as tool in evaluating animals for placement. Testing shall not serve as a stand-alone reason for euthanasia or any other restrictive placement criteria.
 3. Foster Home: A foster home network shall be maintained and utilized.
- D. Every effort shall be made to return to their owners, re-home, or transfer all animals.
1. Return to Owner: Once owners provide proof of ownership, they may be responsible for impound fees, emergency vet care, and other services performed during the pet's stay.
 2. Re-home: Applicants shall be considered on a first come-first appropriate basis. An application for adoption may be denied for justifiable reason. A Do-Not-Adopt file shall be maintained and used in consideration of adoption applications.

3. All age-appropriate adopted animals shall be spayed or neutered prior to leaving the shelter. All medical, vaccination and behavior information shall be disclosed to potential adopters prior to the adoption and written copies given upon adoption.
 4. A base adoption fee shall be established by the Board. Fees may be decreased as a result of adoption promotions, sponsorships, or individual animals on a case-by-case basis at the discretion of the Shelter Manager.
 5. Transfers: Animals may be adopted or released to appropriate rescue groups,
 6. Transfers: Animals may be adopted or released to appropriate rescue groups, rehabilitation facilities, other animal welfare agencies or organizations specializing in the training of therapy or service animals and who practice a similar philosophy as UPAWS.
- E. Euthanasia will be performed only when all other options have been exhausted.
1. Acceptable Reasons: Animals may only be euthanized for the following reasons:
 - a. When medical intervention would not alleviate suffering or change a poor or grave prognosis.
 - b. When behavioral intervention would not change a high risk status and the animal would pose an unacceptable risk to the public.
 - c. Owner-requested euthanasia services shall be performed only for the above reasons.
 2. If judged to be the most humane, an animal in a state of extreme suffering may be euthanized prior to the completion of impoundment.
 3. Any and all euthanasia procedures shall only be performed by a licensed veterinarian.
 4. Treatment: Animals to be euthanized will be protected from stress, fear, discomfort, and pain prior to being euthanized and will be handled with respect and sensitivity after euthanization.
 5. Remains: After determination of death, remains shall be buried, cremated, or in the case of owner-requested euthanasia, may be returned to the owner. As needed, necropsies may be performed.

6. Prohibited Release: Animals are not released to any person, business, facility, municipality or educational facility for the purposes of research, experimentation, fighting, attack training, breeding, sacrifice, consumption or rendering.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

3.0 Articles of Incorporation

- A. The purposes of the Articles of Incorporation for which UPAWS is organized are:
1. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code").
 2. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of UPAWS.
 3. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not prohibited by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.
- B. As a Non-Profit Operation, UPAWS shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation. No Board member of UPAWS shall have any title to or interest in UPAWS property or earnings in his or her individual or private capacity and no part of the net earnings of UPAWS shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of UPAWS shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall UPAWS participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.
- C. No part of the earnings of UPAWS shall be for the benefit of, or be distributed to, any Board member, officer, or other private person, except as authorized by the Board in order to ensure payment of reasonable compensation for services previously rendered and/or to make payment and distribution in furtherance of the purposes of UPAWS.
- D. Upon dissolution of UPAWS, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of UPAWS, dispose of all of the remaining assets of UPAWS exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code, and more particularly to such organization or organizations carrying on such operations as may be, as nearly as possible, consistent with the purposes of UPAWS, as the Board of Directors of UPAWS shall determine. Any assets not disposed of shall be

disposed of by the circuit court for the county in which the registered office of UPAWS is located, exclusively for such purposes or to such organization or organizations, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which UPAWS was organized.

Effective: 12/17/2018		
Board Signature:		

4.0 Board of Director's Financial Oversight

- A. At each meeting of the Board of Directors, the Treasurer shall deliver a report to the Board of Directors on the financial condition, activities and distributions. If the Treasurer is unable to attend such meeting, a written report shall be delivered to the President prior to the meeting for presentation and distribution.

The Fiscal Year for UPAWS shall run from January 1st through December 31st.

B. Board Operating Budget Oversight

1. The budget shall be developed and implemented in order to achieve the strategic and operational goals of the Board and UPAWS. Many factors must be taken into consideration in developing the operational budget, such as current and projected revenue streams, current and projected costs, and potential grant funds available for the fiscal year.
2. The Board of Directors shall be responsible for approval of UPAWS annual budget and will provide oversight for the budget development and planning processes. Each year, the UPAWS annual operating budget shall be presented in October, reviewed in November and approved in December by the Board of Directors.
3. Annual review and approval of the UPAWS operating budget and monthly monitoring of actual operating results and financial position in comparison to the budget will provide the Board with the information needed to exercise their responsibility for oversight of the Board's financial operations.
4. Operating Budget Creation:
 - a. The UPAWS annual budget shall include projected operational expenses for 12 months;
 - b. A monthly analysis of income and expenses shall be developed and analyzed; and actual performance shall be compared to the projected budgetary forecast.
 - c. The Treasurer shall provide a monthly summary analysis and explanation of significant variances between budgeted and actual results for operating expenses. Such reports shall include a

description of any budget variances resulting from unanticipated or emergency expenditures.

- d. The Treasurer shall also provide the Board with a budget worksheet and prior year actual results as tools to assist in their development of their annual budget.

C. Per Diem/Travel Reimbursement

1. UPAWS Board members do not receive a stipend for participation at official UPAWS Board meetings, Committee meetings or any meeting in which they are representing UPAWS.
2. Requests for stipends for attendance at events or meetings other than Board meetings or meetings of Board-established Committees shall be subject to the review and final decision of the Board.
3. In cases where the request has been referred to the Board, the Board member submitting the request shall abstain from participating in any Board action concerning the request. The Board shall, by a quorum of the Board, determine whether or to what extent the requested per diem should be paid. Any Board approved stipends or per diem payments shall be processed in adherence with the established UPAWS Finance Policies. Exceptions shall only be authorized by the Board.
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5.0 Board of Director's Responsibility as the Governing Body

Legally, the Board of Directors is the non-profit corporation. No matter how many employees or committees it has, the Board has final responsibility for the shelter's well being. The Board gives the shelter its legal status and sets its direction. The Board makes the final decision. If the shelter does not live up to its vision, breaks its agreements or breaks the law, the Board will be held responsible. In general, the role of the Board is as follows:

A. Plan

1. Sets goals in keeping with the shelter's mission/vision statement.
2. Checks whether the Board is meeting its goals at least once per year.
3. Uses the annual budget to implement goals and to plan both for the future.

B. Set Policy

C. Record Decisions

1. Keep minutes of formal board meetings.

D. Hear appeals on decisions made, on the need to change policy or on the need to waive policy in certain circumstances.

E. Enter Into Contracts

1. The Board is legally accountable for all contracts entered into by the shelter unless specifically delegated to employees.

F. Act as an Employer

1. The Board is the employer of record. The Board must comply with all federal and state laws governing employment.
2. The Executive Director and Shelter Manager are responsible for staff management. The Board hires, fires and disciplines the Executive Director and Shelter Manager.

G. Implement Goals: To ensure that the shelter has the ability to meet its' goals, the Board must:

1. Receive and review regular financial statements.

2. Set spending policies.
 3. Receive and review staff reports on shelter operations, municipal contracts, animal welfare issues of concern in the local community, reports on issues affecting the shelter.
 4. Confirm adequate insurance coverage.
 5. Confirm that Board decisions and policies have been carried out.
 6. Receive and review reports from committees or consultants on a variety of issues.
 7. Acquire resources such as sales of products or services, donations, fundraising, and volunteers.
- H. Represent the Shelter to the Community through advocacy, promotion and sharing the UPAWS purpose and mission.
1. The Board is responsible for representing the UPAWS Vision, Mission, goals and achievements to the community.
 2. Keep past commitments.
 3. Prior Boards' decisions must be honored, using the proper process.
- I. Chain of Command: When a concern, complaint or issue, which needs to be resolved, is brought to the Board or an individual Board member's attention by a community member, Board members shall direct the community member to the Executive Director for addressing concerns, complaints or related issues.

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6.0 Expectations of Individual Board Members

Board Statement of Understanding

- A. The role of each Board member is to advance the mission of UPAWS and contribute directly to the organization's goals. As “ambassadors” for UPAWS, Board members work to inform, interest and engage others in UPAWS efforts. Board members hold a range of responsibilities, particularly in the areas of planning, policy, personnel and development.
- B. In order to ensure shared understanding of the expectations for members of the Board of Directors of UPAWS, Board members shall sign the Board Member Statement of Understanding.

In order to ensure Board members are effective as members of the Board, each Board member should:

- A. Learn about UPAWS: Find out about the Mission, programs, services and history.
- B. Visit the shelter: Become familiar with the staff.
- C. Promote UPAWS: Actively advocate for the shelter at work, with friends and contacts.
- D. Attend UPAWS fundraisers/events: Board member presence demonstrates involvement and commitment to the community. Board members are expected to represent UPAWS at a minimum of three (3) UPAWS sponsored events per year.
- E. Ensure that the shelter is fulfilling all aspects of its non-profit and tax-exempt status.
- F. Review written policies that have been approved by the Board.
- G. Understand the budget, budget process and financial situation of UPAWS; ask questions and make fiscally sound decisions.
- H. Ensure there are active Board Committees that operate within the parameters of the Bylaws.
- I. Notify the Board President in a timely manner (either via phone or email) when unable to attend a scheduled meeting.
- J. Review and approve the minutes from every Board meeting.

- K. Ensure an understanding of issues presented to the Board and the consequences of the Board's decision.
- L. Act in the best interests of the shelter by separating volunteer, fundraiser, or other roles and interests from the role of a Board member.
- M. Demonstrate ethical and professional conduct to maintain the confidence of the membership and the public, including proper use of authority and appropriate actions in groups and individual behavior.
- N. Membership: Recognize that each Board member has individual personal financial limitations, but expect that Board members are annual contributors.
- O. Communication: All email and phone numbers are to be kept confidential between current Board members.
- P. Donor Stewardship: Board members will respond to the best of their ability to requests for assistance in contacting potential donors for a face-to-face meeting about UPAWS. Board members will share any ideas in regards to potential donors to expand UPAWS reach at all giving levels.
- Q. Resignation
 - 1. When a Board member resigns, the resignation shall be submitted in writing to the President.
 - 2. Any resignation received from a Board member is to be formally accepted by the Board at the next scheduled Board meeting.
- R. Policy & Governance
 - 1. Provide oversight through the review of policies, financial reports and programs to ensure that the UPAWS facility and programs are safe, well-maintained and directly related to the UPAWS mission.
 - 2. Review and approve an annual budget within a framework of fiduciary and fiscal responsibility.
 - 3. Maintain a future vision for the UPAWS through a regular process of strategic planning to ensure the viability of the organizational structure, management and financial well-being of the Shelter.
 - 4. Work both as a Board and in Committees to accomplish governance tasks and Board activities.

5. Maintain adherence and compliance with all requirements of currently approved UPAWS Policies and By Laws.
6. Maintain up-to-date knowledge of Board policies, budgets, UPAWS goals and programs.
7. Communicate with, and respect the judgment of, the Executive Director and Shelter Manager.

S. Leadership and Participation

1. Represent UPAWS in the broader community and advocate for its mission, values and organizational goals.
2. Ensure that the UPAWS employees are responsive to the communities' needs.
3. The Board is responsible for the hiring and supervision of the Executive Director. The Personnel Committee will provide feedback and ensure annual performance evaluations of the individual.
4. Attend at least 75% of Board meetings per year.
5. Participate in Board-related work (Committee meetings, correspondence and other activities).
6. Engage in discussion and decision-making, always respecting the opinions of other Board members and employees.
7. Serve on at least one active Board Committee.
8. Utilize individual skills and expertise, and apply it appropriately to tasks that would benefit from such knowledge.
9. Participate in Board trainings, retreats and other activities to enhance the effectiveness of the Board and each member's performance.
10. Identify, recruit and mentor new Board members.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

7.0 Process for Eligibility, Selection and Screening of New Board Members

- A. All candidates, including incumbents, must be annual financial contributors, support the UPAWS Mission Statement, complete an application, and be interviewed by the Board Development Committee.
- B. Candidates shall be required to adhere to those guidelines which may be adopted by the Board Development Committee, as approved by the Board of Directors.
- C. All candidates, excluding incumbents, prior to election and within the previous six (6) months, must attend a Board meeting, and tour the shelter.
- D. All newly appointed Board members shall receive an orientation from the Board President and Executive Director to be updated on the current operations of UPAWS, including finances and any areas of current concern.
- E. Incumbent Board members shall be evaluated based upon their adherence to Board Policy 6.0 "Expectations of Individual Board Members."
- F. No person shall be both a UPAWS employee and a Board member concurrently.
- G. Candidates cannot be immediate relatives of any employee or current Board member. "Immediate relative" as used herein is defined as parent, child, sibling or spouse.
- H. If a candidate is elected to fill an unexpired term, that incomplete term does not count toward term limits.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

8.0 Board of Director's Conflict or Duality of Interest Policy

- A. Conflict of Interest Defined: In this policy, a person with a conflict of interest is referred to as an “interested person.” For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:
1. A Board member (or family member) is a party to a contract, or involved in a transaction with UPAWS for goods or services.
 2. A Board member (or family member) has a material financial interest in a transaction between UPAWS and an entity in which the individual is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 3. A Board member (or family member) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with UPAWS.
 4. Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of UPAWS. All such circumstances should be disclosed to the Board, as appropriate, and a decision made as to what course of action the Board should take so that the best interests of UPAWS are not compromised by the personal interests of the Board member.
- B. It is in the best interest of UPAWS to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This Conflict of Interest Policy is designed to help Board members identify situations that present potential conflicts of interest and to provide the Board with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in UPAWS operations.
- C. All Board members shall complete and submit a Conflict of Interest Disclosure upon appointment to the UPAWS Board of Directors. Each Board member shall identify any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to UPAWS. Any such information regarding the business interests of a Board member (or family member) shall be treated as confidential and shall generally be made available only to the Board to address

potential Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

- D. At all meetings of the Board of Directors, any Board member having a relevant ownership interest in any contracts or other arrangements being considered by the Board of Directors shall disclose the conflict or duality of interest and excuse him/herself during the deliberation.
- E. Volunteer activities with other charities may also be considered a conflict or duality of interest, depending upon the circumstances. Any Board member having a relationship with another charitable organization with which contracts or other arrangements are being considered by the Board of Directors shall disclose the relationship and ask the remaining Board members to determine whether a conflict or duality of interest shall prevent the Board member from participating in the discussion and/or vote regarding the issue. The remaining Board members shall consider the extent of the relationship between the Board member and the charitable organization and the likelihood that the type of contract or arrangement being considered would benefit the Board member.
- F. Gifts, Gratuities and Entertainment: Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties.
- G. Procedures:
 - 1. Prior to Board action on a contract or transaction involving a Conflict of Interest, a Board member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. If Board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the Board member or by the interested person him/herself if invited to the Board meeting as a guest for purposes of disclosure.
 - 2. A Board member who plans not to attend a meeting at which he or she has reason to believe that the Board will act on a matter in which the person has a Conflict of Interest shall disclose to the Board all facts material to the Conflict of Interest. The Secretary shall report the disclosure within the official minutes of the meeting.
 - 3. A Board member who has a Conflict of Interest shall not participate in or be permitted to hear the Board's or a Committee's discussion of the matter

except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

4. A Board member who has a Conflict of Interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote and may not vote on the contract or transaction. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
5. Conflict of Interest that such Interested Person has with respect to a contract or transaction: Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect UPAWS participation in such contract or transaction
6. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Board to determine whether full Board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

9.0 Policy for Indemnification and Limitation of Personal Liability of Board Members

A. Indemnification: UPAWS shall indemnify any current or former director, officer, employee, volunteer or agent, who was or is serving at the request of UPAWS, against reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being, or having been, such director, officer or employee of UPAWS, and the reasonable costs of settlement of any such action or proceeding to the extent permitted by law; within the following conditions;

1. That such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent; and
2. That any legal fees paid or any settlements made are reasonable; and
3. That the person seeking indemnification did not act beyond the scope of his/her employment or office; and
4. That it is in the best interests of UPAWS that indemnification be made.
5. The Board shall not pay the private legal fees of any Board member.

B. Limitations of Personal Liability of Board Members

1. Assumption of Liability: UPAWS shall assume liability for any persons of UPAWS for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after January 1, 1988, to the extent permitted by law.
2. No volunteer Board member of UPAWS shall be personally liable to UPAWS or its members for monetary damages for breach of Board member's fiduciary duty, provided this provision shall not eliminate or limit the liability of a Board member or any of the following:
 - a. Breach of the Board member's duty of loyalty to the UPAWS or its members;
 - b. Acts or omissions not in good faith, or that involve intentional misconduct, or a knowing violation of the law;
 - c. A violation of Section 551 (1) of the Michigan Nonprofit Corporation Act;

- d. A transaction from which the Board member derived an improper personal benefit; or
 - e. An act of omission that is grossly negligent.
- 3. A Member or Officer of the Board shall not be indemnified or otherwise protected from liability to UPAWS for money damages for any action taken or any failure to take any action as a Director or Officer for any of the following:
 - a. The amount of a financial benefit received by a Member or Officer to which he or she is not entitled.
 - b. Intentional infliction of harm on the UPAWS organization.
 - c. An intentional criminal act.
 - d. A liability imposed under section 497(a) (liability imposed upon termination of a derivative proceeding due to it being started or maintained in bad faith or without reasonable cause).

C. Liability Insurance

- 1. UPAWS shall purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such. whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

10.0 Board Appointed Committees

- A. The Board of Directors may appoint Standing or Ad Hoc (Temporary) Committees to assist in its function. The Committees shall report to the Board.
- B. The Board may also, on occasion, appoint a Board member to serve as a representative of UPAWS at meetings, conferences, seminars, etc. which may be in the best interests of UPAWS to have representation. With prior approval, Board members may be eligible to receive per diem reimbursement if approved by the Board. Board members shall provide a written update/report to the Board a minimum of 30 calendar days after their attendance at the respective meeting/training/seminar to be recorded in the official Board meeting minutes.
- C. Appointment: The President shall appoint the Chair of each Standing and Ad Hoc Committee. Ad Hoc Committees may be appointed by the Board from time to time as warranted. These Committees shall be discharged upon completion of their function.
- D. Guidelines for Committees:
 - 1. Committees may be comprised of persons who are not UPAWS Board members, such as volunteers or members of the public; however, one Board member must be named to each Committee.
 - 2. The Chair of each Committee is responsible for determining Committee membership.
 - 3. The Board should establish Committees when it's apparent that issues are too complex and/or numerous to be handled by the entire Board.
 - 4. For ongoing, major activities - establish Standing Committees; for short-term activities, establish Ad Hoc Committees that cease when the activities are completed. If a Standing Committee is established, it should be included within the Board By-Laws.
 - 5. Committees should have a specific charge or set of tasks to address, should ensure Board members understand the Committee's charge and should be noted in the Board meeting minutes.
 - 6. At each monthly Board meeting, the Committee Chair shall report the Committee's work since the past Board meeting.
 - 7. Committees can recommend policy for approval by the entire Board.

8. Committees should make full use of Board members' expertise, time and commitment, and ensure diversity of opinions on the Board.
9. Committees should not supplant responsibility of each Board member; they operate at the Board level and not the staff level.
10. Committees may meet weekly, monthly, or quarterly; dependent on the task and purpose of the Committee.
11. Minutes or a Meeting Summary should be recorded for all Board Committee meetings. The next scheduled meeting of each Committee should be noted in the meeting summary. In addition, if possible, the next scheduled meeting of each Committee (with the exception of the Personnel Committee) should be posted on the UPAWS website.
12. Each of the Committees shall be limited to study and investigation within its particular area of concern and the making of reports and recommendations to the Board for its ultimate action.

Board Development Committee

The Board Development Committee is charged with the following responsibilities:

- A. Identifying the skills and expertise required for a high performance, competent Board and identify any gaps in the current Board Matrix;
- B. Creating a plan for identifying prospective Board members, interviewing and recommending qualified candidates for Board approval;
- C. Advising the Board of any and all applications received;
- D. Planning and conducting orientation for new Board members;
- E. Conducting follow up interviews with new Board members;
- F. Organizing continuing education programs for Board members;
- G. Leading an annual evaluation of the Board;
- H. Facilitating Board member appointments in accordance with the Board Bylaws;
- I. Conducting exit interviews with Board members; and

- J. Chair of the Board Development Committee is responsible for monitoring the boarddev@upaws.org email account and responding to inquiries and suggestions.

Finance Committee

The Finance Committee is charged with the following responsibilities:

- A. Formulating and presenting annual budget recommendations for the upcoming fiscal year in coordination with applicable Board Committees;
- B. Reviewing current budget on a quarterly basis; making recommendations for adjustments;
- C. Overseeing endowment accounts and loans; and
- D. Reviewing investments and making recommendations to the Board.

Fundraising Committee

The Fundraising Committee is charged with the following responsibilities:

- A. Reviewing and approving all proposed fundraisers, including third party fundraisers;
- B. Each UPAWS fundraiser has a designated Event Chair who is required to attend the Fundraising Committee meetings throughout the planning and execution of the fundraiser. In the case of third party fundraisers, a liaison from the Committee is appointed to keep in touch with the coordinator of the fundraiser;
- C. Preparing and maintaining a schedule of fundraisers, preparing budgets and reports, and reviewing the fundraisers on an annual basis;
- D. With larger fundraisers, the Event Chair forms a subcommittee to share in the duties of planning, preparing and putting on the fundraiser (this is especially useful for events);
- E. On an annual basis, reviewing the fundraising manual and third party fundraising agreement;
- F. The Chair of the Fundraising Committee is responsible for

1. Monitoring the fundraising@upaws.org email account and responding to inquiries and suggestions;
2. Making sure the annual schedule is reviewed and kept up-to-date, as well as ensuring the budgets are prepared and provided to the Treasurer for incorporation into the budget and that fundraising reports have been prepared and placed on file;
3. Preparing agendas, meeting minutes, and disseminate those to the committee along with any other agenda materials; and
4. Maintaining the canister spreadsheet and updating the Fundraising Calendar and Contact list (including providing a copy of the calendar to the Shelter Manager on a monthly basis).
 - a. The Canister Committee Chair will maintain a list of canister locations and who is responsible for collection. Copies will be provided to the Shelter Manager.
5. Performing an annual evaluation of fundraising events, and set up annual fundraising schedule, estimating income and expenses per event; and
6. Assigning Event Chairs for each event.

Strategic Planning Committee

The Strategic Planning Committee is charged with the following responsibility:

- A. Ensuring the creation of, or finding outside sources to create, the Strategic Plan; which will identify and guide the organization in achieving its goals; and
- B. Review and update the Strategic Plan on an annual basis, in coordination with the UPAWS Board of Directors and Staff.

Personnel Committee

The Personnel Committee is charged with the following responsibilities:

- A. Board President, or Board designee, shall act as the immediate supervisor to the Executive Director and act as the liaison between UPAWS Staff and Board members;
- B. Board President shall serve as the Personnel Committee Chair;
- C. Ensuring the completion of performance evaluations for the Executive Director;

- D. Meeting with the Executive Director and Shelter Manager on a monthly basis for the purposes of creating a joint relationship with the Executive Director and Shelter Manager and to be available for advice, have a “listening ear” as well as act as a “sounding board”; and
- E. Reviewing Personnel Policies and employee job descriptions on an annual basis, making recommendations to the Board regarding any changes in the policies or employee benefits.

Policy/Bylaws Committee

The Policy/Bylaws Committee is charged with the following responsibilities:

- A. Ensuring the review and approval of the UPAWS Mission Statement, Bylaws and Policies on an annual basis. Includes making necessary recommendations to the Board for formal Board approval of the following policies;
 - 1. Reviewing and updating the Board of Directors Policies and Procedures;
 - 2. Reviewing and updating the Board of Directors Bylaws;
 - 3. Assisting, upon request, in the review of Personnel Policies and ensuring the Personnel Committee maintains updated and current policies; and
 - 4. Assisting, upon request, in the review of Finance Policies and ensuring the Finance Committee maintains updated and current policies.
- B. Assisting, upon request, in the review of applicable Board Committee Policies and assisting the Committee to ensure updated and current policies are in place; and
- C. Reviewing UPAWS Standard Operating Procedures (SOPs) with Shelter Manager and Executive Director to ensure updated and current policies are in place.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

11.0 Board of Directors Confidentiality Policy

- A. Confidentiality shall be defined as the act of keeping knowledge and information about an employee or situation to oneself, shall be maintained at all times and shall be shared only if there is a need to know; as determined by a full vote of the UPAWS Board.
- B. Members of the UPAWS Board shall exercise care not to disclose confidential information acquired in connection with disclosures of information which might be adverse to the interests of UPAWS. Furthermore, Board members shall not disclose or use information relating to the business of UPAWS for their personal profit or advantage or the personal profit or advantage of a family member.
- C. Confidentiality is important to ensure Board members, staff, and the community that sensitive and personal information is not shared in order to create an environment where the Board members can feel that they can trust each other to keep their personal business, decisions and actions confidential.
- D. Confidentiality shall be maintained for all decisions and actions made by the Board. Any actions or directives given to the Executive Director shall remain the responsibility of the Executive Director to communicate to the Shelter Manager and then to the UPAWS staff.
- E. Any documented instance(s) of non-compliance or violation of this Policy may result in removal from the Board of Directors by a majority vote of the Board of Directors.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

12.0 Board of Directors Whistleblower Policy

- A. The UPAWS Whistleblower Policy shall 1) encourage staff, volunteers and members to come forward with credible information on illegal practices or serious violations of adopted policies of UPAWS; 2) specify that UPAWS will protect the person from retaliation and 3) identify where such information can be reported.
- B. Encouragement of Reporting: UPAWS encourages complaints, reports or inquiries about illegal practices or serious violations of UPAWS' policies, including illegal or improper conduct by UPAWS itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which UPAWS has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via UPAWS' Personnel Committee, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.
- C. Protection from Retaliation: UPAWS prohibits retaliation by or on behalf of UPAWS against staff, volunteers or members for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. UPAWS reserves the right to discipline persons who make bad faith, knowingly false complaints, reports or inquiries or who otherwise abuse this policy.
- D. Where to Report: Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the President of the Board of Directors of UPAWS. If that person is implicated in the complaint, report or inquiry, it should be directed to the Board of Directors. UPAWS will conduct a prompt, discreet, and objective review or investigation. Staff, volunteers or members must recognize that UPAWS may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

13.0 Social Media

This policy provides guidance for UPAWS Board members for the use of social media, which should be broadly understood to include blogs, wikis, micro-blogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in any manner. Social media use shouldn't interfere with your responsibilities at UPAWS.

These guidelines are written to help navigate the continually changing world of social media. The methods and mediums may change, but the professional standards of UPAWS do not.

- A. Integrity is our most important commodity: Avoid writing or posting anything that would embarrass UPAWS or compromise your responsibility as a Board member. Dishonorable content such as racial, ethnic, sexual, religious, and physical disability slurs are not tolerated.
- B. Assume that everything you write, exchange or receive on a social media site is public. (yes, even when you use privacy tools.)
- C. Do not respond to offensive or negative posts or comments from the public. Although not an exclusive list, some specific examples of prohibited social media conduct include posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libelous, or that can create a hostile work environment.
- D. Board members can associate themselves with UPAWS when posting but they must clearly identify their online posts as personal and purely their own.
- E. Board members cannot create UPAWS related social media pages separate from their personal account(s) or the UPAWS page.
- F. Any comments or posts related to UPAWS programs and services are allowed only on the UPAWS Facebook page.
- G. Get permission to use copyrighted content such as photos or videos, or to cite or reference our supporters, partners or suppliers.
- H. Do not disclose or use any confidential or business information about UPAWS, such as member or donor information. Do not disclose personal information about co-workers, employees, other Board members or former employees.

- I. Board members are not to disclose information that is financial, operational and legal in nature, as well as any information that pertains to clients and customers.
- J. Subject to the UPAWS Board Policies and Procedures. after hours online activity that violates the UPAWS professional standards or any other UPAWS policy may subject a Board member to removal from the Board.

Effective: 12/17/2018	Revised Date:	Supersedes:
Board Signature:		

14.0 Board Actions

- A. This policy shall govern the process used by the Board for any official actions that require documentation of record for Board decisions.
- B. The Board Bylaws and Board Policies & Procedures may be amended, altered, restated, changed, added to or repealed at any regular or special meeting by the affirmative vote of a majority of the Board.
- C. Written notice of any proposed amendment or change to the Board's Bylaws or Policies & Procedures must be provided to all Board members at least seven (7) calendar days prior to the monthly meeting.
- D. Closed Sessions may be held for discussion by the Board for official Board decisions related to UPAWS which require adherence to confidentiality. A motion to go into Closed Session must be by majority vote. Any and all discussions held or actions taken are to be considered confidential and all information shall remain within the confines of the meeting. The minutes from the Closed Session shall only be available for review by the members of the Board.
- E. Board Secretary shall note the purpose of the Closed Session and the outcome for the Regular Board Meeting Minutes. Regular Board Meeting minutes shall be kept permanently on file. Voting Ballots and Closed Session Meeting minutes shall be kept on file in accordance with (F).
- F. In December of each year, the Secretary shall delete the previous calendar years' Closed Session meeting minutes and Voting Ballots from both the Board files (hard copies) and the electronic versions (as posted to the UPAWS Google drive). For example, in December 2020, all 2019 Closed Session minutes and Voting Ballots shall be deleted.
- G. Treasurer Report requires a formal motion to accept along with any discussion points.
- H. Written notice for Board action should be submitted as a "Report and Recommendation" by the relevant Board member or responsible Board Committee.
 - 1. The Report and Recommendation shall include both what is being recommended and the reason why the amendment has been recommended.

- a. Board recommended changes to either the Bylaws or Policies and Procedures should be referred to the Policy and Bylaw Committee for further action.
 - b. Board recommended changes to the Finance Policies should be referred to the Finance Committee for further action.
 - c. Board recommended changes to the Personnel Policies should be referred to the Personnel Committee for further action.
- I. Any amendments to existing Board Policies and Procedures must receive final approval by the Board of Directors.
- J. Board members will adhere to the following deadlines to provide adequate time for members to be fully informed in advance of the monthly Board meetings:
 - 1. All agenda items are to be posted to the Google drive by 5:00 pm on the Friday prior to the Board meeting. Documents not uploaded by this deadline will be tabled to the next regularly scheduled monthly Board meeting. Exceptions can be made by the Board President.
 - 2. The meeting agenda will be posted by the President to the Google drive no later than 5:00 pm on the Saturday prior to the regular monthly Board meeting.
 - 3. Documents not for the “public packet” will be noted in the document title as “not for public view”.
 - 4. The public packet will be compiled no later than 5:00 pm on the Sunday prior to the Board meeting and posted to the UPAWS website no later than 12:00 noon on the Monday of the Board meeting.

Effective: 12/17/2018	Revised Date: 06/28/2021	Supersedes:
Board Signature:		

15.0 UPAWS Annual Report

- A. The Board of Directors shall ensure the completion and distribution of an Annual Report which includes operations and activities of UPAWS throughout the preceding fiscal year.
- B. The Executive Director, under the direction of the Board of Directors, shall prepare the following information for inclusion in the Annual Report:
 - 1. A summary of the activities of the prior fiscal year,
 - 2. The financial condition of UPAWS (noted as utilizing unaudited financial reports),
 - 3. The condition of the Shelter facility,
 - 4. A summary of the services provided,
 - 5. Any significant problems and accomplishments, and
 - 6. Plans for the future.
- C. The Board of Directors shall review, revise and adopt the Annual Report for submission to the community by March 31st of each year.
- D. Copies of the Annual Report shall be made available at the Shelter.
- E. Copies of the Annual Report shall also be made available to the general public via social media platforms, email and/or the UPAWS website.

Effective:	Revised Date:	Supersedes:
Board Signature:		

16.0 Board of Directors: Officer Description of Duties

All Board Officers are accountable to the Board and, like any other members of the Board, have no authority to direct staff or act on matters outside the duties outlined in their elected position.

President

The Board President is the chair of the Board and of the organization. As such, their main role is to support, promote and advocate for the mission/vision of UPAWS. The President serves as the executive officer for UPAWS and, under the direction of the Board of Directors, shall have the power to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

Vice President

The Vice-President is typically the successor to the President and shall assume all duties as outlined for the President, if needed.

Secretary

The Secretary provides administrative support to the Board of Directors through the timely and accurate collection and sharing of information directly related to its' activities. The Secretary ensures that the Board is well informed and that its activities are well documented for the use of Board members.

Treasurer

The Treasurer works closely with the Executive Director, Bookkeeper, Finance Committee and Board of Directors, to safeguard the organization's finances. The Treasurer is responsible for ensuring that effective financial systems and procedures have been established, are being consistently followed and are in line with best practice and legal requirements. It is important to note that although the Treasurer ensures that financial responsibilities are met, much of the work may be delegated to the Finance Committee, paid staff or volunteers.

President duties and responsibilities are as follows:

- A. Represent the Board of Directors at meetings throughout the State, as deemed necessary, and to report back to the Board of Directors about such meetings.
- B. Coordinate with the Directors to develop and present agenda(s) for all regular monthly Board meetings and convene Special Board meetings when required.
- C. Preside at all Board meetings, ensure UPAWS Bylaws are properly followed and ensure that there is a quorum at Board meetings. In this role, the President should keep order, be fair and impartial, protect the rights of all the members and allow for full discussion (even from minority voices) but implement majority decision or consensus.
- D. Ensure that the Board's directives are implemented and monitored.
- E. Does not vote on motions except in the case of a tie vote.
- F. Serves as the Chair of the Personnel Committee and as the direct supervisor of the Executive Director. As Committee Chair, the President is the liaison with shelter management and staff.
- G. Ensures that annual performance evaluations and reviews are completed for the ED and that Personnel Policies are reviewed and updated (if necessary) on an annual basis.
- H. On an annual basis, confirms or appoints Committee Chairpersons.
- I. Responsible for checking email for president@upaws.org on a consistent basis.
- J. If the Secretary is unable to attend a meeting where minutes or notes are to be taken, it is the President's responsibility to find an alternate.

Vice President duties and responsibilities are as follows:

- A. Represents the President, when requested, at meetings, and reports back to the Board of Directors about such meetings
- B. Acts in the capacity of the President, in absence of the President, and assumes all duties outlined above.
- C. Assist Board Officers in the execution of their duties and responsibilities.
- D. Responsible for planning and facilitating the annual Board Retreat

- E. Serves as the Chair of the Board Development Committee. As Committee Chair, the Vice President shall mentor and provide orientation to UPAWS for new Board members.
- F. Responsible for checking email for boarddev@upaws.org on a consistent basis.
- G. Responsible for ensuring the completion of an annual Board member evaluation, conducted in coordination with the Board Development Committee.

Secretary duties and responsibilities are as follows:

- A. Maintain an up-to-date contact list of Board members, including Board member appointment dates, term of appointments and Board member bios.
- B. Forward most recent Board Bylaws and Board Member list to Executive Director and UPAWS legal counsel when amended.
- C. Maintain lists of Officers, Standing Committee Chairs and members of Standing and Ad Hoc Committees
- D. Responsible for the monthly Board meeting minutes through the accurate recording and distribution of the minutes of Board of Directors meetings. At a minimum, the minutes should reflect Board member attendance, all motions and decisions of meetings including specific names of those abstaining from voting and a record of all corrections to a previous month's Board Meeting Minutes.
- E. Responsible for maintaining copies of Minutes for both monthly Board meetings and Closed or Special Session meetings (Closed Session minutes, confidential motions and/or votes are kept in sealed envelopes). After meeting minutes are approved, they should be signed and filed at the Shelter.
- F. Board packet materials/documents should be posted to the UPAWS website prior to each month's meeting and a hard copy brought to the monthly Board meeting.
- G. As requested, maintain and write external correspondence and ensure that requests made of the Board of Directors, or relevant to the governance of UPAWS, are reported and responded to in a timely manner.
- H. In the absence of the President and Vice President, chair Board meetings until the election of an alternate President.

Treasurer duties and responsibilities are as follows:

- A. Typically acts as an information and reference point for the Board, clarifying financial implications of proposals, confirming legal requirements, outlining the current financial status, and retrieving relevant documentation.
- B. Responsible for coordinating the timing of the annual audit, annual audited financial statements, and 990 preparation to ensure completion within a reasonable time frame after year-end and shall serve as the primary Point-of-Contact. Prior to the audit start, the Treasurer will meet with relevant UPAWS staff and discuss the management and scope of the audit process.
- C. Provides general financial oversight by presenting budgets, accounts, and financial statements for review and approval by the Board of Directors.
- D. Ensures sufficient funds are available to cover operational and capital investment needs, appropriate financial systems and controls are in place, record-keeping and accounts meet the conditions of funders or statutory bodies and compliance with relevant legislation.
- E. Provides compliance oversight through working with designated staff about financial matters, identifies and mitigates risks to the organization's assets, data, and confidential information, monitors third party activities handling outsourced treasury functions and maintains a calendar of filing requirements and deadlines and have clear assignments to help ensure they are met in a timely manner.
- F. Serves as Chair of the Finance Committee, responsible for:
 - 1. Presenting revised financial forecasts based on actual revenue and spending identifying any variances between actual and budget, determining the reason for any discrepancies.
 - 2. Advising the Board on the organization's fundraising status to include ensuring compliant use of funds, fundraising and sales in relation to relevant legislation and effective monitoring and reporting of fundraising revenues.
 - 3. Providing general financial management activities such as advising on financial implications of strategic and operational plans and the organization's reserves and investment policy.
- G. Prepares accounts for audit and liaises with the auditor and presents accounts at the Annual Meeting and for the Annual Report.

- H. Manages UPAWS bank accounts through appropriate systems for bookkeeping: payroll, payables, receivables and petty cash; and ensuring proper records and documentation for staff handling funds.
- I. Provides general control of fixed assets and stock/annuities by ensuring appropriate records are kept and required insurances are in place.

Effective: 12/28/2020	Revised Date:	Supersedes:
Board Signature:		

17.0 Electronic Voting Procedures

In compliance with UPAWS Bylaws, Article 9: Meetings, email voting is permitted under the following conditions:

- A. An electronic vote should only be held when it was agreed to at the previous Board meeting that more information was needed and a vote would be taken on a certain date after the information was available OR a time-sensitive or "emergency" situation arises that was unknown at the previous Board meeting and necessitates a vote before the next Board meeting.
- B. E-mail votes are appropriate when the items in question are not controversial and do not require extensive background and explanation. If the Board President, in consultation with the Board, believes that the item might require extensive discussion, s/he can defer voting until the next regular Board meeting.
- C. Any Board member can move for an electronic vote that meets the above criteria by sending a message addressed to the Board President with the subject line "[topic] vote", including a justification for voting ahead of the next meeting.
- D. Another Board member must second the motion by replying to the full Board on this initial message thread.
- E. Once the motion is seconded, the President calls for the E-vote and includes all supporting information. All Board members must reply to the full Board on the same message thread for the requested motion within 48 hours.
- F. No additional motions can be made in conjunction with an existing motion.
- G. Voting will be done via emailed response. Votes must be "No", "Yes" or "Abstain".
- H. If any Board member requests that the motion be discussed further or has questions, that Board member must state so explicitly within the 48-hour voting period, which would end the voting and the motion would be deferred to a regular or Special Board meeting.
- I. All Board members are assumed to have received the email containing an e-vote sent to the current email address on the Board Contact List.
- J. The number of Board members participating in the vote must constitute a quorum for an e-vote to be valid. A motion will fail if a majority number of Board members do not cast a vote on the motion.

- K. When Board members cast an e-vote ballot, they must "reply all" so that all other Board members may see how they have voted, unless there is a request for a secret ballot.
- L. Once the 48-hour time period has passed, the Board President must close the voting and reply to the full Board on the same message to report the final vote.
- M. At the conclusion of the voting period, the President shall tabulate the votes to ensure that the vote count threshold has been met; failure to meet the threshold, regardless of the outcome of the votes cast, shall defeat the motion.
- N. A Board member who fails to cast a ballot by the deadline shall be considered absent from the vote.
- O. At the next regularly scheduled Board meeting, the Secretary shall formally announce the results of the vote to the entire Board and shall record the vote in the minutes. These minutes shall be approved at the next regular meeting.
- P. The Secretary shall compile and maintain the complete thread of the motion and its disposition including all secondary and incidental motions. Any member shall have the right to request a copy of the message thread of a motion.

Sample Minutes of an E-Vote:

*On (date) at (time), _____,
UPAWS Board President, e-mailed to all members of the Board of Directors regarding
Motion: _____.
The President put the Motion to an e-vote on (Date). The vote closed at (time) on (date).
By a vote of (#) in favor (names), (#) opposed (names), #abstain (names), and # absent
(names), and whether the motion was approved/denied.*

_____, Secretary

Effective: 12/28/2020	Revised Date:	Supersedes:
Board Signature:		

Appendix A: Conflict of Interest Disclosure

Date: _____

Name: _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between UPAWS and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, Policy 8.0 Board of Director's Conflict or Duality of Interest Policy.

Signature: _____

Date: _____