



**Board Approved Policies  
January 2016**

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## **Board Approved Policies**

The following policies of the Billings Chamber of Commerce have been approved by the Board of Directors. A policy is developed to serve as a guiding principle or to set a course of action which will realize the achievement of Chamber objectives as determined by the Board of Directors. Policies are usually recommended to the Board of Directors via a committee, task force or from staff after study and development. Each policy may be interpreted in the sole discretion of Directors and is in effect until changed or eliminated by the Board of Directors.

### **1. Membership Policies**

#### **1.1 Dues Structure:**

##### **1.1.1 Tiered Dues**

Chamber member dues will be based on a tiered benefits structure as approved by the Board. Benefits for those members falling between two tiers will be at the lower tier nearest their actual dues. Benefits associated with each tier are evaluated regularly by staff and may periodically be adjusted.

##### **1.1.2 Dues Increases**

Periodically the Board may increase dues. If a member is unable or unwilling to increase, staff has the authority to retain that member at their current level and benefits for one year. At that time, dues must be increased to the approved dues schedule.

##### **1.1.3 Trade**

Member dues can be traded for goods and services that will directly offset the Chamber's bottom line expenses at a 2:1 ratio. For instance, staff may trade a \$375 membership for \$750 or more in goods and services that are expected to reduce Chamber expenses.

##### **1.1.4 Introductory Membership**

Staff has the authority to offer a one year introductory membership rate of \$100 off of the Yellowstone Level. After that period, the member must advance to at least the minimum investment level.

##### **1.1.5 Retired or Transitional Membership**

Individuals who are retired from employment or between jobs and do not hold company ownership may join for a rate approved by the Board.

##### **1.1.6 Honorary Membership**

Honorary membership may be conferred by a vote of the Board at a regular or specially called meeting, to distinguished persons in recognition of notable service. Honorary members shall be entitled to all privileges of the Chamber, except that they are not eligible to participate in elections or exercise the voting privileges of active membership.

#### **1.2 Reinstatement Guidelines**

Dropped members will be considered "re-instated members" as opposed to a new member, if they are paid in full within 6 months of the original due date.

Reinstatement is effective on the date of dues payment. Anniversary/Renewal date will be adjusted to reflect this new date.

Staff has the flexibility to alter this guideline, on a case by case basis.

### 1.3 Membership Count Policy

The purpose of this policy is to define how the Billings Chamber of Commerce quantifies and reports the number of members belonging to our organization.

Membership Level	# of Memberships
Yellowstone	Single Membership
Pioneer	*Up to 2 Memberships Based on Outlined Criteria
Rimrock	*Up to 3 Memberships Based on Outlined Criteria
Beartooth; Granite Peak & Big Sky	*Negotiated Number Of Memberships Based on Outlined Criteria

#### *Membership Count Policy Criteria*

##### *Single*

##### *Membership*

All member levels qualify based on the below criteria:

1. One recognized business
2. Retired, Honorary, and Transitional Memberships

##### *Multiple*

##### *Membership*

The Pioneer; Rimrock; Beartooth; Granite Peak; Big Sky Levels all qualify based on the below criteria: (\*Note: Independent agents may never fall below \$75 per agent. All others may never be below \$275 per business).

1. Same Ownership:  
One owner of two or more different businesses.  
(Example: Popeye's Chicken & Burger King)
2. Shared Interest:  
Independent businesses with a working relationship (Example: Eide Bailly and Eide Bailly Technology Consulting)
3. Multiple Locations:  
One business with multiple locations  
(Example: First Interstate Bank)
4. Independent Agents:  
One business with independent agents  
Will be given a negotiated number of agent members based on initial investment level.  
(Example: Real Estate, Insurance or Hair Salon)
5. Multiple Departments:  
One parent company with multiple departments  
(Example: MSUB or Rocky Mountain College)

## **2. Fiscal Policies**

### **2.1 Reserve Policy:**

#### **General Reserve Policy:**

The Chamber shall have a general reserve account to meet the needs of the organization with the goal of maintaining no less than three months operating expenses with the use intended to sustain the basic operational costs during a short-term downturn. The reserve shall be reflected on the organization's balance sheet as an asset and shall be accessible upon approval by a super-majority (3/4 of voting members) of the Board of Directors. The objectives of this policy shall be reviewed and the target amount adjusted at intervals not to exceed three years.

To reach this goal, the general reserve account shall increase by no less than \$31,500 each year. The reserve account should total \$200,000 within 5 years by 2021. The Board shall have the authority to change these contributions as needed.

#### **Capital Improvement Policy:**

The Chamber shall develop a long-term capital improvement reserve account for the purpose of capital maintenance, additions, improvements and expansion projects. This reserve is intended to provide a source of capital for the purchase of assets and/or a source of emergency funding due to unanticipated circumstances. The reserve shall be reflected on the organization's balance sheet as an asset and shall be accessible upon approval by a majority of the Board of Directors. The objectives of this policy shall be reviewed and the target amount adjusted at intervals not to exceed three years.

To reach this goal, it is our intent to allocate \$20,000 to the capital improvement account each year with the realization that some funds may need to be utilized prior to 2021 due to arising capital improvement needs. The reserve account should total \$100,000 within 5 years by 2021. The Board shall have the authority to change these contributions as needed.

### **2.2 Annual Review/Audit**

The Chamber Board shall annually engage an independent certified public accountant to conduct a review of its financial statement. From time to time, the Chamber Board may choose to conduct a full audit through an independent certified public accountant. A full audit shall be conducted no less than every five years. No more than 120 days following the end of the Chamber's fiscal year, the Chamber Board shall obtain and review either a full audit report or a reviewed financial statement, including a balance sheet and profit and loss statement, prepared by an independent certified public accountant.

The Chamber has a number of internal financial safeguards in place that makes an annual full audit unnecessary. The finance committee of the Chamber meets regularly to review financial statements and other financial records of the Chamber, including bank account reconciliations. This committee reports to the Executive Committee and then to the full Chamber Board. As a basic policy, all checks written require the signature of two officers.

### **2.3 Asset Acquisition and Management Policy**

#### **2.3.1 Gifts of Securities and Life Insurance**

Gifts of readily marketable securities will generally be accepted by the Billings Chamber of Commerce ("Chamber").

Securities received as gifts shall be sold as soon as possible after receipt unless this conflicts with the intent of the donor and/or the interests of the Chamber, as determined by its Board of Directors.

Gifts of securities which are not readily marketable may be accepted under the following conditions:

- Gifts of closely held corporate stock or other interests in privately owned entities will be carried on the books of the Chamber at “book value” as long as audited financial statements are provided to the Chamber to substantiate the book value.
- If audited financial statements cannot be provided to substantiate book value, the securities will be carried on the books of the Chamber at \$1.00.

Gifts of securities which are not readily marketable will generally be declined if the securities: (i) do not produce significant income, (ii) do not provide the potential for significant appreciation, or (iii) are subject to substantial restrictions on sale or transfer.

Gifts of bonds which require a holding period will be accepted and cashed when the holding period has expired.

Gifts of securities that will not be accepted include but are not limited to:

- Securities which are assessable or in any way could create a liability to the Chamber.
- Securities which, by their nature, may not be sold or transferred (such as series “E” savings bonds).
- Securities which, on investigation, have no apparent value.

### **2.3.2 Life Insurance Policies**

Life insurance policies received as gifts shall be held until the death of the insured individual unless this conflicts with the intent of the donor and/or the interests of the Chamber.

Such gifts shall be recognized at cash value, if any, until the policy matures.

### **2.3.3 Gifts of Personal Property**

Items of personal property may be accepted if they are useful to the Chamber and if they are readily saleable.

Factors that will be taken into consideration by the Chamber before deciding on acceptance of gifts of personal property will include but not be limited to: (i) transportation cost; (ii) storage cost; (iii) sales cost; and (iv) maintenance and repairs.

Gifts of works of art may be accepted by the Chamber, subject to the following:

- I. The decision on whether to display the art rests with the Chamber. Insurance on the art may be obtained, as determined by the Board of Directors of the Chamber.
- II. No commitment will be made to keep the art.

- III. The gift will be placed on the books of the Chamber at \$1.00 unless a valid independent appraisal is supplied at the donor's expense.

#### **2.3.4 Gifts of Real Property**

Before acceptance of any offered gift of real property, an evaluation of issues relating to the real property shall be made, including but not limited to the following:

- I. The property will be appraised by a qualified independent appraiser, acceptable to the Chamber, in order to establish the fair market value of the property. The appraisal will serve three purposes: (i) establish the donor's tax deduction; (ii) give a reasonable value at which to carry the asset on the books of the Chamber; and (iii) establish an asking price for the sale of the property.
- II. Tax implications, environmental analysis, toxic waste potential, operations and maintenance expenses, and marketability of the property will be reviewed.
- III. No commitment will be made to keep the property.

#### **2.3.5 Retention or Disposition of Assets**

The decision on whether or not to retain an asset of the Chamber shall be made by the Board of Directors, taking into account such factors and information as the Board deems relevant, which may include but shall not be limited to the following:

- I. The need for, or usefulness of, the asset in the business and activities of the Chamber;
- II. The marketability of the asset, the value of the asset, the cost of sale of the asset, and the expense of retaining the asset;
- III. Investment objectives and goals of the Chamber;
- IV. Financial necessity or urgent need for funds;
- V. The estimated future appreciation of the value of the asset; and
- VI. The degree to which the goals and activities of the Chamber would be augmented by use of the proceeds from sale of the asset compared to the benefits and value, if any, anticipated from retention of the asset.

#### **2.3.6 General Provisions**

Establishment of the value of any property donated to the Chamber is the responsibility of the donor.

Exceptions to the foregoing policies may be authorized by the Board of Directors of the Chamber.

### **3. Other Policies**

#### **3.1 Contributions**

The Chamber may invest in non-Chamber programs or activities deemed to assist or enhance the Chamber's efforts to carry out specific programs in order to achieve its mission. Individual requests may be funded up to \$500 per year per written request at the discretion of the President/CEO without the approval of the Board of Directors. Written requests in excess of \$500 may be deferred to the Executive Committee of the Board for their determination.

### **3.2 Letters of Support**

The Chamber may endorse or support non-Chamber projects deemed to assist or enhance the Chamber's efforts to carry out specific programs in order to achieve its mission. Individual written requests will be evaluated at the discretion of the President/CEO after canvassing the executive committee. Support will be provided based on the merits of the project as it relates to the Chamber's strategic plan.

### **3.3 Visitor Center Brochure Display Policy**

(Approved by Billings City Council and Chamber Board of Directors in 1996 based on Visitor Center lease agreement which expires 2019)

#### **3.3.1 Licensed Businesses**

All licensed businesses within the City of Billings are allowed distribution privileges at the Billings Chamber of Commerce Visitors Center, located at 815 S. 27th Street, under the following provisions.

##### **A. Chamber Members**

Chamber members are entitled to exhibit material as part of membership privileges at no cost, regardless of business location.

##### **B. Non-Chamber Members**

Businesses that are not members of the Billings Chamber of Commerce may exhibit materials under the following terms:

1. Businesses wishing to exhibit materials will be assigned an exhibit space, and will be required to maintain said space on a regular basis assuring the availability of materials at all times. Failure to maintain exhibit space will result in a forfeiture of said privileges. No fee will be charged for this service.
2. Stocking of exhibit space will be provided by the Chamber along with limited storage of display materials for a monthly distribution fee of \$25 for standard brochures measuring no more than 4" x 8 1/2". A fee of \$35 monthly will be charged for larger material.

#### **3.3.2 Businesses Beyond Incorporated Limits of Billings**

Businesses located beyond the incorporated limits of Billings, but within the primary trade area of Billings (Yellowstone, Big Horn, Carbon, Stillwater, Sweet Grass and Musselshell counties) may exhibit materials in accordance with terms in 3.3.1(B).

#### **3.3.3 Businesses Beyond Primary Trade Area**

Businesses wishing to exhibit materials beyond the primary trade area of Billings may exhibit at the discretion of the Chamber.

#### **3.3.4 Conditions of Policy**

- A. All materials must be professional in appearance, comply with display sizing standards, (4" x 8 1/2", 8 1/2" x 11", larger than 8 1/2" x 11" allowed at discretion of staff) and printed on 80# paper stock or designed to stand alone with no support.
- B. Only one exhibit space per business will be allowed.
- C. Advertising / Discount coupons are restricted to not more than 40% of the content of any publication.



- D. All materials must be of a non-offensive nature as determined by the Chamber.
- E. Point of Purchase coupons / coupon books are not allowed.
- F. Exhibit space will be made available based on availability.
- G. The City of Billings will provide display racks comparable in design & materials to those in Visitor Center at no cost to the Chamber.
- H. Quarterly reports will be prepared by the Chamber identifying the number of Chamber members and non-Chamber members who are utilizing the advertising services provided.

### **3.4 Public Affairs**

The Board of Directors will adopt philosophy papers no less than prior to each state legislative session to guide the Chamber's legislative priorities, agenda and general philosophies relating to local, state and federal issues.

### **3.5 Logo Usage**

Members and community partners are encouraged to use the Chamber of Commerce logo ("It's in Billings") to promote their membership in the Chamber. However, Chamber staff has the discretion to deny usage to any business or other entity or individual at its sole discretion.

### **3.6 Drawings**

Board members and Chamber employees are excluded from participating in any Chamber sponsored drawing.

### **3.7 Mailing List Agreement (Attachment A)**

The Billings Chamber maintains a mailing list of its members in an electronic database. The mailing list includes contact name, name of business and mailing address. Members may apply to the Billings Chamber to purchase the mailing list at a staggered fee for a single, one-time use. The party completing the application must state the purpose for which the applicant will use the database, which may not be contradictory to the Chamber mission or stated position on issues. The Chamber will review this application and reserves the right to approve or deny requests.

The One-Time Use Mailing List Agreement includes, but is not to be limited to, the following: (1) the user will not duplicate or copy the mailing labels; (2) use of the mailing list shall be limited to a single use, and if the user desires to make multiple uses of the mailing list, the user must pay for each additional usage; (3) the mailing list will not be used for purposes contradictory to the Chamber mission or stated position on issues. (4) The Billings Chamber will not provide an email list of its members. (5) If mailings are political in nature, there shall be no reference to the Chamber without specific prior written approval. And (6) The Chamber reserves the right to refuse sale, or use to any party for any reason, and to include additional restrictions and limitations on use, at its sole discretion.

### **3.8 Conference Center Usage (see Attachment B)**

Use of the Conference Center and its related materials and equipment are available for community use based on availability. The Conference Center is available to our members, once per quarter at no charge. Our members are allowed one scheduled conference room event at a time. Non-members may use the room based on availability for a fee. Reservations may be made no sooner than three weeks in advance. The Chamber staff reserves the right to allow use of the room more frequently for a fee.

While utilizing the conference room, the user assumes full responsibility for: arranging/restoring the Conference Center, proper use of all materials and equipment, maintaining order, content and length of meeting, as well as all opinions and positions expressed. The user may bring in food and beverage, although there shall be no alcohol served. The Chamber will provide coffee for a nominal fee. Any damages that may occur need to be repaired at current market value. The Chamber retains the right to refuse Conference Center usage based on, but not limited to, meeting time, room availability and content of the meeting. The conference room is not a place to directly promote your business (i.e. conduct for-profit seminars and various revenue generating activities) unless in partnership with the Billings Chamber of Commerce for activities to further promote the Chamber's mission.

### **3.9 Trailhead Video Usage (Attachment C)**

The Billings Chamber of Commerce invested a tremendous amount of financial and human resources in the production of a community promotional video. Usage will be granted based upon the following policy.

- Any Chamber member can link to any version at no cost. No changes, additions, alterations can be made to the video. All use of the video must be in a manner that is not detrimental to the mission of the Chamber and that is consistent with the purpose of promoting Billings. If any use is deemed inappropriate by the Chamber, it may require the link be removed from the Member's website or take other action which it deems appropriate. If the video is altered in any way, the member will be asked to remove the link from their use – if this does not happen, legal action will be taken.
- Non-Profit organizations may use the video at no cost to promote Billings.
- If any member or non-profit organization would like to change/add information and/or add its logo to the video, the following steps must be taken:
  - A brief written synopsis must be submitted to the Billings Chamber stating the proposed uses and changes/additions to the video.
  - The organization's logo/website/contact information may also be added at the end of the video, but the Chamber information must remain intact.
  - The overall look and theme of the video must also remain true to Billings' Trailhead Brand. Brand standards may be viewed at [www.brandbillings.com](http://www.brandbillings.com).
- Production/changes may not commence until written consent has been provided by the Billings Chamber of Commerce.
- Any changes to the video must be done through an approved production agency, the original production company utilized by the Chamber. No outside agencies/freelance designers/students, etc. may alter the video in any way. A complete price listing will be available to the organization in advance of the work from an approved production agency. Any costs incurred are the responsibility of the organization requesting use of the video.
- The Chamber has the right to refuse the changes proposed by the organization. If this happens, an amended synopsis must be submitted to the Chamber before any work may begin.
- All video footage/still shots/music are the sole property of the Chamber, and use can be revoked at any time for any reason.
- Use of the video by any member is a privilege subject to this policy, and not a right.

### 3.10 Conflict of Interest (Attachment D)

Board members have a fiduciary duty to conduct themselves without conflict of interests to the Billings Chamber of Commerce. In their capacity as Board members, they must subordinate personal, individual business, third-party and other interests to the welfare and best interests of the mission of the Chamber.

A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the Chamber and the Board member's personal, business or other interests.

All conflicts of interest are not necessarily prohibited or harmful to the Chamber. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members, with the interested Board member(s) refused from participating in debates and voting on the matter, are required.

All actual and potential conflicts of interests shall be disclosed by Board members to the Chamber Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the Chamber Executive Committee shall make a determination as to whether a conflict exists and what, if any, subsequent action is appropriate. The Chamber Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

Any director or officer having an interest or conflict in a transaction presented to the Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such transaction. Such disclosure shall include any relevant and material facts, known to such person, about the transaction which might reasonably be construed to be adverse to the Chamber's interest. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction, nor shall the director be counted in determining the quorum for the meeting or that portion of the meeting. The minutes of the meeting will, upon request, reflect that a disclosure was made, the action taken with respect to such disclosure, and, if applicable, the abstention from voting and the presence of a quorum.

On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgement and disclosure form (Attachment). All completed forms shall be provided and reviewed by the Chamber Executive Committee as well as all other conflict information provided by Board members.

## Attachment A

\_\_\_Approved \_\_\_Denied

### One-Time Use Mailing List Agreement

Company Name\_\_\_\_\_ Contact Person\_\_\_\_\_

Mailing Address\_\_\_\_\_

Phone\_\_\_\_\_ E-mail \_\_\_\_\_

The Billings Chamber maintains a mailing list of its members in an electronic database. The mailing list includes contact name, name of business and mailing address. Members may apply to the Billings Chamber to purchase the mailing list at a staggered fee for a single, one-time use. The party completing the application must state the purpose for which the applicant will use the database, which may not be contradictory to the Chamber mission or stated position on issues. The Chamber will review this application and reserves the right to approve or deny requests.

The One-Time Use Mailing List Agreement includes, but is not to be limited to, the following: (1) the user will not duplicate or copy the mailing labels; (b) use of the mailing list shall be limited to a single use, and if the user desires to make multiple uses of the mailing list, the user must receive approval pay for each additional usage; (3) the mailing list will not be used for purposes contradictory to the Chamber mission or stated position on issues; (4) The Billings Chamber will not provide an email list of its members; (5) If mailings are political in nature, there shall be no reference to the Chamber without specific prior written approval; and (6) The Chamber reserves the right to refuse sale to any party for any reason, and to include additional restrictions and limitations on use, at its sole discretion.

Please indicate your preference:

Cost: \$100 Chamber Member \_\_\_ \$375 Non-Member \_\_\_ No Charge New Member \_\_\_

Payment: Credit Card: \_\_\_\_\_ Exp\_\_\_\_\_ Invoice \_\_\_ Cash/Check \_\_\_\_\_

Please describe intended use of the list:

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Signature of authorized buyer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chamber Authorized Signature

\_\_\_\_\_  
Date

Please allow 48 hours for processing. Return completed form to Billings Chamber of Commerce, PO Box 31177, Billings, MT 59107-1177; fax to 406-245-7333 or email [Rene@billingschamber.com](mailto:Rene@billingschamber.com) The Chamber reserves the right to refuse sale to any party for any reason.

## Attachment B

### Request for Use of the Billings Chamber of Commerce Conference Center

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

Member Status: \_\_\_\_ Member \_\_\_\_ Non-Member

Contact Person: \_\_\_\_\_

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

Date(s)  
Requested: \_\_\_\_\_ Time(s): \_\_\_\_\_

Purpose of  
Meeting: \_\_\_\_\_

# Attending:  
(Max 30 People) \_\_\_\_\_

Please indicate which of the following you would like the Billings Chamber of Commerce to provide:

\_\_\_\_ Easel \_\_\_\_ Coffee (\$10/Air Pot) \_\_\_\_ Projection Screen

Other \_\_\_\_\_

Use of the Conference Center and its related materials and equipment are available for community use based on availability. The Conference Center is available to members, once per quarter at no charge. Our members are allowed one scheduled conference room event at a time. Non-members may use the room based on availability for a fee. Please schedule no sooner than three weeks in advance. The Chamber staff reserves the right to allow use of the room more frequently for a fee. Conference Room is available during Chamber Business Hours: Monday through Friday- 8:30 a.m. to 5:00 p.m.

While utilizing the conference room, please note that you assume full responsibility for: arranging/restoring the Conference Center, proper use of all materials and equipment, maintaining order, content and length of meeting, as well as all opinions and positions expressed. You may bring in food and beverage, although there shall be no alcohol served. The Chamber will gladly provide coffee for a nominal fee. Any damages that may occur must be to be repaired at current market value. The Chamber retains the right to refuse Conference Center usage based on, but not limited to, meeting time, room availability and content of the meeting. The conference room is not a place to directly promote your business (i.e. conduct for-profit seminars and various revenue generating activities) unless in partnership with the Billings Chamber of Commerce for activities to further promote our mission.

We certainly hope that our intent to offer our community, both members and non-members, a space to host company retreats and or meetings is helpful to you. If we cannot meet your needs, we would be happy to refer you to one of our members that may be able to host your event.

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

Please return completed application to Rene' at [rene@billingschamber.com](mailto:rene@billingschamber.com) or by fax 406-245-7333

Approved ☐ Denied ☐ X \_\_\_\_\_ Date \_\_\_\_\_

## Attachment C

### Trailhead Video Usage Policy

The Billings Chamber of Commerce invested a tremendous amount of financial and human resources in the production of a community promotional video. Usage will be granted based upon the following policy.

- Any Chamber member can link to any version of the video at no cost. No changes, additions, alterations can be made to the video. All use of the video must be in a manner that is not detrimental to the mission of the Chamber and that is consistent with the purpose of promoting Billings. If any use is deemed inappropriate by the Chamber, it may require the link be removed from the Member's website or take other action which it deems appropriate. If the video is altered in any way, the member will be asked to remove the link from their use – if this does not happen, legal action will be taken.
- Non-Profit organizations may use the video at no cost to promote Billings.
- If any member or non-profit organization would like to change/add information and/or add its logo to the video, the following steps must be taken:
  - A brief written synopsis must be submitted to the Billings Chamber stating the proposed uses and changes/additions to the video.
  - The organization's logo/website/contact information may also be added at the end of the video, but the Chamber information must remain intact.
  - The overall look and theme of the video must also remain true to Billings' Trailhead Brand. Brand standards may be viewed at [www.brandbillings.com](http://www.brandbillings.com).
- Production/changes may not commence until written consent has been provided by the Billings Chamber of Commerce.
- Any changes to the video must be done through an approved production agency, the original production company utilized by the Chamber. No outside agencies/freelance designers/students, etc. may alter the video in any way. A complete price listing will be available to the organization in advance of the work from an approved production agency. Any costs incurred are the responsibility of the organization requesting use of the video.
- The Chamber has the right to refuse the changes proposed by the organization. If this happens, an amended synopsis must be submitted to the Chamber before any work may begin.
- All video footage/still shots/music are the sole property of the Chamber, and use can be revoked at any time for any reason.
- Use of the video by any member is a privilege subject to this policy, and not a right.

Please contact the Billings Chamber of Commerce at 406-245-4111 if you have any questions.

Received by \_\_\_\_\_ Date \_\_\_\_\_

## Attachment D

### **Conflict of Interest Acknowledgement and Disclosure Form**

Board members have a fiduciary duty to conduct themselves without conflict of interests to the Billings Chamber of Commerce. In their capacity as Board members, they must subordinate personal, individual business, third-party and other interests to the welfare and best interests of the mission of the Chamber.

A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the Chamber and the Board member's personal, business or other interests.

All conflicts of interest are not necessarily prohibited or harmful to the Chamber. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members, with the interested Board member(s) refused from participating in debates and voting on the matter, are required.

All actual and potential conflicts of interests shall be disclosed by Board members to the Chamber Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the Chamber Executive Committee shall make a determination as to whether a conflict exists and what, if any, subsequent action is appropriate. The Chamber Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

Any director or officer having an interest or conflict in a transaction presented to the Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such transaction. Such disclosure shall include any relevant and material facts, known to such person, about the transaction which might reasonably be construed to be adverse to the Chamber's interest. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction, nor shall the director be counted in determining the quorum for the meeting or that portion of the meeting. The minutes of the meeting will, upon request, reflect that a disclosure was made, the action taken with respect to such disclosure, and, if applicable, the abstention from voting and the presence of a quorum.

On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgement and disclosure form. All completed forms shall be provided and reviewed by the Chamber Executive Committee as well as all other conflict information provided by Board members.

I have read the Billings Chamber of Commerce Conflict of Interest Policy and agree to comply fully with its terms and conditions at all times during my service as a Chamber Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Chamber President/CEO in writing.

Disclosure of Actual or Potential Conflicts of Interest:

Board Member Signature \_\_\_\_\_

Date \_\_\_\_\_