

## **NSA North Texas Chapter Policies**

### **I. Actions and Amendments**

A. NSA North Texas Policies are written rules made by the Board of Directors that serve as the operational supplement to the Chapter Bylaws. They can also be changed by the Board of Directors by a majority vote at a business meeting. A policy or procedure which would conflict with the Chapter Bylaws or the Association Bylaws may not be enacted.

### **II. Definition of a Chapter**

- A. An NSA Chapter is defined as a geographically based community of NSA members (“Members”) meeting locally to support advanced professional development, camaraderie, and networking.
- B. Professional or Affiliate Members of the National Speakers Association are eligible to join as Members of the NSA North Texas Chapter (“Chapter” and/or “NSA North Texas”).
- C. To support future Chapter growth and to extend the NSA brand into the local market, consistently targeting education and community efforts to the working professional speaker, NSA North Texas encourages two additional categories of participation in the Chapter.
  - 1. Chapter Candidate for Membership– any individual who is not yet eligible for professional membership in NSA, including national Academy Members. Chapter Candidates for Membership agree to abide by the NSA North Texas Bylaws (“Bylaws”) and the Code of Professional Ethics of NSA. Chapter Candidates for Membership may not use the NSA or NSA North Texas logo on their marketing materials or website. They may not vote on any Chapter issues and cannot hold office, but may serve on committees.
  - 2. Charbonneau Speaker Academy Participants – any individual who is participating in the speaker academy of NSA North Texas must be an NSA and NSA North Texas Member or NSA North Texas Chapter Candidate for Membership.

### **III. Maintaining Chapter Charter**

- A. NSA North Texas will furnish Bylaws to NSA headquarters to maintain the present charter.
- B. Chapter Bylaws will be consistent with current NSA Bylaws as they may be revised by NSA from time to time.
- C. The Chapter will renew its national affiliation on an annual basis (see Section IV – Chapter Affiliation and Compliance).
- D. Each director will be elected to a two-year term with approximately half elected in odd years and the other half elected in even years. The Board of Directors of NSA North Texas shall consist of either nine (9) or ten (10) voting members, as follows:
  - 1. President
  - 2. President-Elect
  - 3. Treasurer
  - 4. Secretary
  - 5. Immediate Past President
  - 6. Director of Programs
  - 7. Director of Marketing
  - 8. Director of Membership
  - 9. Director of Technology

10. Vice President (If a qualified candidate is identified)

E. Other individuals may play key supporting roles (presidential advisor, coordinators, committee chairs, deans, etc.) for the Board, but they shall not be elected or voting members of the Board of Directors.

#### **IV. Chapter Affiliation and Compliance**

A. NSA North Texas will file an Affiliation Agreement with NSA annually on or around September 1 in compliance with NSA policy. Along with the Affiliation Agreement, the Chapter shall submit:

1. List of Current Officers/Board of Directors
2. Financial Policies
3. Member Roster (including name, phone number, email address)
4. Basic programming calendar for the next 12 months
5. Annual affiliation fee of \$150 (which goes toward the improvement and development of NSA Chapter services)
6. Bylaws
7. National provided antitrust compliance policy
8. Copies of filed Form 990's.

#### **V. Incorporation and Chapter Director and Officer Insurance**

- A. NSA North Texas is incorporated in the State of Texas.
- B. NSA North Texas has purchased and will maintain director and officer (D&O) insurance for the Board and officers of the Chapter.
- C. NSA North Texas has also purchased and will maintain general liability insurance.

#### **VI. Name Change and Bylaw Amendments**

- A. In cases of name concerns between new and existing Chapters during a pre-charter application, the Chapter will rely upon the NSA Board to resolve Chapter name concerns.
- B. Chapter Bylaw amendments will be submitted to National for approval prior to implementation.

#### **VII. Apparent Authority**

- A. The Chapter shall take all steps as may be necessary to avoid any direct or indirect concept or appearance that it has apparent or real authority, expressed or implied, to bind or otherwise obligate NSA in any way for any act or omission of the Chapter, its officers, directors, employees, agents, and Members.
- B. It is the policy of NSA North Texas that any communication on behalf of the Chapter shall be official, at the discretion of the President, Board, or staff. No statements shall be made, either verbal or written, that conflict with the position or policy of the Chapter. Those persons holding leadership positions in the Chapter should understand that by virtue of their position any statements may be perceived as official and made on behalf of the Chapter.

#### **VIII. Social Media Policy**

- A. Members should continue to follow the guidelines in the Ethics & Code of Conduct and Apparent Authority sections of this policy manual.
- B. The Member is personally responsible for the content he or she posts. Members must post responsibly and should remember to protect their own privacy.

- C. Members must not publish any confidential or proprietary information on a social site.
- D. Members must not discuss other NSA Members' clients, vendors, or other partners without their approval and should link back to the original source whenever possible.
- E. Members must not post insults, obscenity, racial slurs, or ethnic slurs. Members must be respectful when addressing sensitive subjects like religion and politics.
- F. Members must be aware of and respect copyright, fair use, and financial disclosure laws.
- G. Members should post information to social media/the web to contribute to the knowledge pool. Whenever possible, post content that adds value to social friends and followers.
- H. NSA North Texas will use the Facebook page as an open forum available to Members, Chapter Candidates for Membership, and non-members alike.
- I. NSA North Texas will use the Facebook group as a closed group, available only to Members and invited guests.
- J. NSA North Texas will use the LinkedIn group as a closed group, available only to Members and invited guests.
- K. Users will not use Chapter's website or social media sites to sell their products and services.
- L. The Board may, from time to time, establish additional social media and/or communications policies, including, but not limited to: passwords to websites, frequency and scheduling of communications to Members, and protection of Member information.
- M. The Board reserves the right to remove people from any social media group for any reason they deem necessary or appropriate.

#### **IX. Logos, Symbols and Intellectual Property**

- A. NSA North Texas will incorporate the NSA logo into the Chapter logo design without altering the NSA logo.
- B. NSA North Texas will comply with all policies, procedures, and regulations as may be adopted from time to time by the compliance, membership procedures, and use of trademarks, copyright, and other intellectual property that is owned by or claimed by NSA.
- C. Use of the national organization's distinctive logo is a benefit of professional membership; non-members may not use the logo. The Chapter will encourage only professional Members in good standing to promote their membership in the organization and what it stands for by using the NSA logo on business cards, resumes, and other such self-promotional items.
- D. Members must not place the NSA (and/or Chapter) logo(s) on their products.
- E. Questions about proper logo usage may be directed to the NSA Headquarters at 480.968.2552 or [information@nsaspeaker.org](mailto:information@nsaspeaker.org). NSA reserves the right to cancel or prohibit the use of its logo to any Chapter or member who violates logo usage policy. In the event legal action becomes necessary to enforce its trademark rights, NSA will seek damages and attorney's fees from anyone who utilized its trademark in an unauthorized manner.
- F. The correct hashtags are #NSANORTHTEXAS and #NSANT.

#### **X. Meetings & Minutes**

- A. Educational Chapter Meetings.
  - 1. NSA North Texas meetings shall be open to Professional Members of NSA in good standing, and Chapter Candidates for Membership in good standing, or guests.
- 2. Monthly meetings of the NSA North Texas are typically held the second Saturday of the month as per the posted website calendar at [www.speaker.org](http://www.speaker.org).
- 3. The Member and non-member meeting rates are determined annually by the Board of Directors.

4. Meetings will not be held one week prior to, nor one week after, the National NSA Convention and the Chapter will endeavor to avoid holding a meeting one week prior to or one week after NSA Conferences. If there are questions about conflicts, contact national for clarification.
5. Chapter meetings and Chapter business shall be conducted in a manner that complies with the antitrust laws of the United States of America, including, but not limited to, the Sherman Act and the Federal Trade Commission Act.

#### B. Annual Business Meeting/Elections

1. The election of the Board of Directors is held at the annual Business Meeting in May. If there is not a quorum of Professional Members in attendance at the May meeting (defined as 1/3 of all professional members in the Chapter), electronic ballots will be sent to those Professional Members not in attendance.
2. The installation of officers and directors will be held once each year at the June Chapter meeting.
3. On or before May 1<sup>st</sup> of each year, the Chapter Secretary shall oversee posting the meeting notices for the May and June meetings for Professional Members of the Chapter.

#### C. Special Meetings

1. Special meetings may be held at any time upon the authorization of the President, the Board, or by the written request of 25% of the Chapter's voting membership.
2. The Secretary is responsible for ensuring that notice is sent to the voting Members of the Chapter at least five (5) days in advance of the Special Meeting if the special meeting is being called for the purposes of voting on Chapter business.
3. Additional meetings of the Chapter may be held. Scheduling, naming, number, and pricing will be at the discretion of the Board.

#### D. Chapter Board of Directors Meetings

1. The Board shall meet every four to eight weeks in person or, when appropriate, by video or teleconferencing.
2. The Chapter Board will operate in an environment of professionalism, civility, transparency, and accountability.
3. Minutes
  - i. Minutes shall be recorded in writing for all meetings of the NSA North Texas Board of Directors annual May Business Meeting, including Executive Sessions. Minutes shall be recorded in a manner as to reflect the actions, motions, and statements of the Board, without recording superfluous discussions.
  - ii. Minutes shall be distributed/made available to Members of the NSA North Texas Board of Directors in the case of Board meetings, and Chapter Members in the case of Chapter meetings, within 10 days before the next meeting. If any audio or video recording was made of the meeting, it shall be destroyed upon approval of the minutes.
  - iii. If distribution of the minutes is by electronic means, the file shall be in the format of a PDF to protect against unauthorized editing of a word processor document.
4. Consent Agenda
  - i. The President of NSA North Texas, in consultation with the Board of Directors, may place items on a consent agenda (for example committee or staff reports). This requires that all reports be submitted in writing three (3) business days prior to the official Board meeting.
  - ii. By using a Consent Agenda, the Board agrees to the consideration of these items as a group under one motion.

- iii. Consent items are those which usually do not require discussion or explanation prior to Board action, are non-controversial and/or similar in content, or are those items which have already been discussed and/or explained and do not require further discussion or explanation.
  - iv. An individual Board member may remove items from the Consent Agenda by making a timely request of the President (prior to the vote on the Consent Agenda). The request does not require a second or a vote by the Board. Any items removed will then be discussed and acted upon separately.
5. Executive Session
- i. Prior to calling an Executive Session of the Chapter Board of Directors (closed-door session without staff), a motion must be passed by the Board of Directors to identify topics to be discussed.
  - ii. Discussion will be framed by and limited to the topics identified in the approved motion.
  - iii. After the meeting, actions taken during the Executive Session shall be recorded in the official meeting minutes of the current or next immediate Board meeting, summarizing what was discussed and any decisions made in the Executive Session.
6. Board Retreat
- i. Once a year the Board will hold a retreat for the Directors for the purpose of strategizing and planning Chapter activities and meetings for the coming year. Appropriate portions of the retreat may include additional persons holding status with NSA North Texas, as invited by the Board or the President.
7. Additional meetings of the board may be held (e.g., holiday party), so long as the expense incurred is less than \$500 without a board vote.

## **XI. Self-Promotion, Member Privacy and Ethics & Code of Conduct**

- A. Self-Promotion: NSA North Texas requires that all presenters refrain from blatant selling or promoting products and services during their presentations. Speakers with an offer during their presentation are asked to communicate their plans with the Director of Programs or the Chapter President prior to their session. The Chapter also maintains the policy in Article VII, Section J that neither Members nor users will use the Chapter's website or social media sites to sell their products and services.
- B. Member Privacy/Selling Contact Information: The Chapter maintains Member privacy via a strict policy against the selling or distribution of Member contact information to any external individual or organization.
- C. Ethics/Code of Conduct: NSA North Texas adheres to the NSA Code of Professional Ethics ("Code"), which appears below. Violations of this Code are determined in accordance with NSA's Bylaws, policies, and procedures. Any disciplinary action will be binding and final upon the NSA Member and without recourse to NSA, the Chapter, its officers, Members, or staff.
  - 1. **Representation** The NSA Member has an obligation to oneself and to NSA to represent oneself truthfully, professionally, and in a non-misleading manner. The NSA Member shall be honest and accurate in presenting qualifications and experience in the member's communication with others.
  - 2. **Professionalism** The NSA Member shall act, operate his/her business, and speak in a most professional and ethical manner so as neither to offend nor bring discredit to oneself, the speaking profession, or one's fellow NSA Members.



3. **Research** The NSA Member shall exert efforts to understand each client's organization, approaches, goals, and culture in advance of a presentation, in order to professionally apply one's expertise to meet each client's needs.
4. **Intellectual Property** The NSA Member shall avoid using—either orally or in writing—materials, titles, or thematic creations originated by others unless approved in writing by the originator.
5. **Respect & Collegiality** The NSA Member shall maintain a collegial relationship with fellow Members based on respect, professional courtesy, dignity, and the highest ethical standards.
6. **Confidentiality** The NSA Member shall maintain and respect the confidentiality of business or personal affairs of clients, agents, and other speakers.
7. **Business Practices** The NSA Member is obligated to maintain a high level of ethical standards and practices in order to assist in protecting the public against fraud or any unfair practice in the speaking profession and shall attempt to eliminate from the profession all practices that could bring discredit to the speaking profession.
8. **Diversity** The NSA Member shall not participate in any agreement or activity that would limit or deny access to the marketplace to any other speaker, to a client, or to the public. This shall include but not be limited to economic factors, race, ethnicity, creed, color, sex, age, sexual orientation, disability, religion, or country of national origin of any party.

## **XII. Sexual Harassment & Diversity/Inclusion**

- A. NSA North Texas is committed to providing an environment free from discrimination. In keeping with this commitment, we maintain a strict policy prohibiting any kind of unlawful harassment or discrimination, including racial, sexual, ethnic, handicap, age, or religious harassment.
- B. Sexual Harassment includes:
  1. Quid pro quo sexual harassment where opportunities are conferred based on the granting of a sexual favor.
  2. The creation of a hostile environment to the extent that a Member, Chapter Candidate for Membership, Charbonneau Speaker Academy participant, or guest feels coerced or intimidated.
  3. Words or actions are considered unlawful sexual harassment if, among other things, they are (1) sexual in nature, and (2) unwelcome.
- C. NSA North Texas is committed to providing an environment of diversity and inclusivity among the membership, leadership, and staff.
- D. Diversity and Inclusion Includes:
  1. Diversity is consideration of Differences and similarities, including but not limited to individual characteristics of: color, culture, ethnicity, gender (gender identity or expression), race, age, religious expression, national origin, disability, political affiliation, education, socio-economic status, sexual orientation, military/veteran status, thinking/learning styles, or any other category protected by local, state, and federal regulations, ordinances, and statutes.
  2. Inclusion is a strategy to leverage diversity. Diversity always exists, but inclusion must be created. Diversity must be an action. In order to achieve inclusivity, an environment must be created where all people, particularly those from traditionally underrepresented groups (i.e., women, people of color, people with disabilities, etc.), feel supported, listened to, valued, and able to do and become their personal best.
  3. With this in mind, the NSA NT Chapter seeks to position itself for the future by adopting a more proactive approach to our Diversity & Inclusion (D & I) efforts. We recognize that by creating an environment that is welcoming, inclusive, empowering, and respectful, we open the door for greater collaboration, creativity, and innovation; increased participation, and elevate a

sense of community, and belonging for all. We endeavor to be a model for other chapters engaged in D & I initiatives. To achieve this, the Chapter will provide leadership, commitment of time, and resources to the attraction, reflection, and value of diversity and inclusion in the following areas:

- i. Programming will reflect diversity of speakers, topics, and events—in chapter and Academy meetings, as well as on- and off-site chapter programs and events.
- ii. Membership—our goal is to increase our members in underrepresented groups.
- iii. Both in professional members and candidate members.
- iv. Board and Committee representation.
- v. Marketing/publications (including social media, website, newsletters, and brochures).
- vi. Access/accommodations for people with disabilities.

### **XIII. Finance/Taxes**

- A. Budget per Bylaws. A starting budget will be in place at the beginning of each NSA year. If a majority of the Board does not approve the starting budget, it shall be the same as the immediate prior year. The Board may adjust that budget during the NSA year as needed.
- B. Monies
  1. Any monies provided by NSA North Texas for business use by a Member or staff is for Chapter business use only. Members/staff may not, under any circumstance, use the monies for personal purchases nor for guaranteeing any type of personal reservations (hotel, rental cars, etc.), nor for any other non-chapter-related business use.
    - i. For all business purchases made, an itemized receipt must be acquired from the seller.
    - ii. Any personal use of the Chapter business monies will constitute an ethics violation and will be filed with the national NSA Board of Directors Ethics Committee (or may be grounds for termination in the case of a staff member).
- C. Reserve
  1. The Chapter should always have approximately 18 months of operating cash in the bank, on a rolling basis (the “Reserve”).
  2. During any given NSA year, Reserve should not be depleted by an amount exceeding twenty percent (20%).
  3. Each month a minimum deposit of \$100 shall be made into the Chapter’s savings account for a so-called “sinking fund.”
    - i. The Board will continue to contribute additional Chapter funds to the Chapter’s savings account as the Board deems best, based on the then-current financial situation.
- D. Expenditures
  1. All proposed expenditures will be analyzed based upon the relative needs of and benefits to the Chapter and its membership.
    - i. Liabilities
      - (1) The Chapter Board shall not assume liabilities on behalf of the Chapter for an amount in excess of the current funds of the Chapter.
      - (2) The Chapter shall never pay, assume, or become responsible for the personal or unapproved debts or liabilities of any individual Member, Officer, or Director of the Chapter.
  2. Approval Process
    - i. All requests for reimbursement will include an itemized receipt that clearly identifies the date, vendor, products purchased, or services rendered, and the amount, accompanied by a Chapter Expense Reimbursement Form substantially in the form of **Appendix A, Chapter Expense Reimbursement Form**, attached to these policies.

- ii. The President and/or Treasurer may not approve their own expenses. In the event an expense is submitted by the President or the Treasurer, the President-Elect can be an approving party.
  - iii. Expenditures of \$100 or less can be approved by the Chapter's Treasurer.
  - iv. Expenditures in excess of \$100, but not exceeding \$500, can be approved by agreement of both the Chapter's President and Treasurer; provided that, the President-Elect may vote in the event that either the President or the Treasurer is unavailable or ineligible to approve the expense.
  - v. Major expenditures will be reviewed by the Executive Committee (defined in Article XV, Section F(3)(i)(1)) and then presented to the Board for a vote. For these purposes, "major expenditures" shall be any amount in excess of \$500, which would require Board approval.
    - (1) For the purpose of further defining a major expenditure, this will include separate purchases from the same or similar vendors, for the same product, where the multiple purchases exceed \$500.
    - (2) All major expenditures over \$500 that have been approved at Board meetings should be sent to the Chapter Administrator by the Treasurer. Chapter Administrator will monitor expenditures and notify the Board if there is evidence of expenditures over \$500 that did not get the necessary approval.
  - vi. Any expenses submitted over \$500 without the required Board approval will not be paid, unless and until the Board approves said expense.
  - vii. The following recurring and expected expenses over \$500 will be exempt from this pre-approval process:
    - (1) Monthly food and beverage / hotel expenses for regular Chapter meetings, and
    - (2) Monthly professional management fees, and
    - (3) Expenses to be reimbursed to guest speakers for regular Chapter meetings.
3. Monthly Chapter Meeting Guest Speaker Expenditures
- i. NSA North Texas will reimburse the following travel expenses for guest speakers for the Monthly Chapter meetings:
    - (1) Roundtrip coach/economy airfare, or mileage reimbursement based on the rate airfare could have been secured at least two weeks in advance of the meeting.
    - (2) Hotel stay at NSA North Texas designated hotel.
    - (3) Friday night dinner hosted by the Chapter.
    - (4) Saturday morning breakfast with Chapter Members at the meeting hotel.
    - (5) Saturday lunch for a "lunch with the speaker" with small group of Chapter Members.
    - (6) Parking at the speaker's home airport.
  - ii. NSA North Texas will provide transportation for the speaker by a Chapter representative which includes pick up and travel from the airport to the hotel, travel to and from the Friday night dinner, and return to the airport on Saturday afternoon.
  - iii. Itemized receipts are required to be provided for all requested reimbursable expenses from the guest speaker. They will be reviewed by the Chapter Treasurer and Chapter President for approval and/or additional information in accordance with this pre-authorization. Once approved, the receipts will be forwarded to the Chapter Administrator for payment.
  - iv. Other reimbursements not included in the list above, with itemized receipts, may be approved for payment by both the President and Treasurer, so long as (1) the expense is reasonable in amount, and (2) the expenditure is reasonably connected to the speaker's visit with the Chapter. Neither the President nor Treasurer shall inure any financial benefit from such expenditures.



4. Other Chapter Guest Speakers
5. Reimbursement of travel expenses to other Chapter guest speakers, such as Special Events Speakers, shall be determined on a case-by-case basis by the Chapter President and shall be pre-approved as noted above for a regular Chapter event speaker.
6. Charitable Contributions
  - i. The Chapter Board may, from time to time, and as funds allow, allocate a reasonable amount, not to exceed \$50, in Chapter funds to be donated to a charitable cause. Such charitable causes will be determined by the Board and may include donations to individuals/organizations in need or speaker gifts.
  - ii. NSA North Texas may, from time to time, and as funds allow, allocate a reasonable amount to the NSA Foundation to benefit the Members.

E. Refunds

1. Any Member resigning from membership shall not be entitled to any refund of dues or other fees, unless otherwise approved by the Board on a case-by-case basis due to extenuating circumstances. The resigning Member remains obligated to pay any outstanding indebtedness to the Chapter. Upon resignation, a resigning individual shall have no rights or claim against the Chapter after the end of the period for which they have already paid dues.
2. Any allowable refunds will be paid via a check drawn on the Chapter's bank account.

F. Financial Records

1. NSA North Texas will have an independent bank account with a minimum of two (2) signers.
2. The Chapter will reconcile bank statements to accounts monthly.
3. The Chapter Administrator will ensure that the qualified review of the financial policies, procedures and records shall be completed as per the Bylaws Article IV, Section 8. See **Appendix B, Recommended Annual Financial Review Process** for detailed obligations and responsibilities.
4. The Treasurer will reconcile each monthly Chapter meeting to determine the net amount of revenue for that meeting, with the goal of netting an amount in excess of that month's professional management fee.

G. Tax Form 990

1. As a 501(c)(6) organization, the Chapter will file the IRS Form 990 annually in accordance with United States law.

H. Record Keeping

1. NSA North Texas shall keep the following records recommended by NSA for tax purposes (with associated retention periods):
  - i. Bank statements (Indefinitely)
  - ii. A book of minutes and modifications to this policy (Indefinitely)
  - iii. Cancelled checks (Seven years)
  - iv. IRS exemption letter (Indefinitely)
  - v. Articles of Incorporation (Indefinitely)
  - vi. Supporting data for income and expenses (Seven years)
  - vii. Contracts, leases, etc. (Ten years)
  - viii. Copies of the Chapter's filing Form 990 (Indefinitely)
2. Storage of all records is the responsibility of the Technology Director and will be done in a manner that is legally required by a 501(c)(6).

#### **XIV. Leadership Travel**

A. NSA North Texas will reimburse the incoming President-Elect for coach airfare and any necessary expenses that National NSA does not cover for attendance at the Chapter Leadership Institute. No other leadership travel will be reimbursed except with the advance, written approval of the Board of Directors.

#### **XV. Administrative/Officers/Committees**

- A. The Board of Directors shall be made up of people with a variety of talents, skills, and expertise, community connections, occupations, ages, and backgrounds. Board members should have the time, commitment, interest, and ability to work together.
- B. Except for those on the Presidential Leadership Track (Vice President, President-Elect, President, Immediate Past President), no Member shall serve on the Board for more than two years in any one given board role, unless extenuating circumstances exist (e.g., low pool of qualified candidates).
- C. Any Member of NSA North Texas in a position of leadership, holding a position on the Board of Directors, or serving on a committee, who feels he/she is unable to support the policies of the Chapter, should tender a resignation as a volunteer leader and offer their reasonable support in the transition of their duties.
- D. In addition to elected officers, the President shall appoint one Board member (Special Presidential Appointee) to a one-year term who will serve as an advisor to the President and as a non-voting member of the Board of Directors.
- E. Also, the Chapter may have a non-voting Chapter Administrator or an Executive Director, as defined in the Chapter Bylaws.
- F. In addition to the duties outlined in the Chapter Bylaws, the responsibilities and terms of office for the NSA North Texas elected Officers are as follows:
1. All Board members are expected to:
    - i. Attend at least six (6) programs and sixty percent (60%) of Board meetings/conference calls during their term of office.
    - ii. Invite prospective Members to be guests at a monthly program.
    - iii. Submit and manage their income and expense portions of the Chapter budget.
    - iv. Forward the names and addresses of potential Members or Chapter Candidates for Membership to the Director of Membership or other appropriate people.
    - v. Identify and develop the leadership of Chapter volunteers for succession planning.
    - vi. Implement the action steps identified in the strategic plan and any other responsibilities agreed upon by the Board.
    - vii. Report status or activity to the Board during Board meetings. If the Board member will not be in attendance, then they shall submit the report in writing to all Board members prior to the meeting.
    - viii. Always represent the best interest of the Chapter and the speaking industry in accord with the Bylaws, Policies, Code of Ethics, and ongoing requirements of NSA.
  2. President:
    - i. The term of office shall be one (1) year and individual will be a voting member of the Board of Directors.
    - ii. Provide leadership to the Board of Directors.
    - iii. Serve as the Chief Executive Officer and Business Manager of the Chapter.
  3. President-Elect:

- i. The term of office shall be one (1) year and individual will be a voting member of the Board of Directors.
  - ii. Perform duties of the President in the absence of the President or at the President's request.
  - iii. Attend Chapter Leadership Institute in November.
  - iv. Coordinate the succession planning with the Nominating Committee.
4. Vice President:
  - i. The term of office shall be one (1) year and be filled by a voting member of the Board of Directors.
  - ii. Shall perform such responsibilities as may be designated from time to time by the Board.
  - iii. The Vice President is the only director who may, or may not, hold a secondary office.
  - iv. National NSA Bylaws notwithstanding, if the board or the Vice-President deems it in the best interest of the Chapter that this Board Member not proceed to President-Elect, the board may select a replacement President-Elect.
5. Treasurer:
  - i. The term of office shall be one (1) year and be filled by a voting member of the Board of Directors.
  - ii. Maintain accurate financial records and oversee reconciliation of monthly bank statements.
  - iii. Manage all financial aspects of the Chapter's business (i.e., revenues from membership dues, program fees, special project revenue, and all expenses).
  - iv. Provide monthly financial reports (i.e., Balance Sheet, Income Statement, Budget Variance, Meeting Reconciliation) at Board meetings or when called upon by the President.
6. Secretary:
  - i. The term of office shall be one (1) year and be filled by a voting member of the Board of Directors.
  - ii. Record and maintain records of the business of the Board and Chapter except for financial records.
  - iii. Help the President communicate with the Board pertinent information, such as Bylaws, Board Books, meeting minutes, and announcements.
  - iv. Preserve a historical archive of the Board documents having legal implications.
  - v. Serve as the central administrator of the Chapter awards process as per Article XIX and **Appendix C, Parameters for Managing Annual Awards**.
7. Immediate Past President:
  - i. The term of office shall be one (1) year and individual will be a voting member of the Board of Directors.
  - ii. Serve as the Executive Advisor to the President.
  - iii. Complete/coordinate any special project appointed by the President.
- G. Committees:
  1. The President, subject to approval of the Chapter Board of Directors, may appoint such standing or special committees, subcommittees, councils, or task forces as may be required to carry out the Chapter's business as the President may find necessary.
  2. Each committee and council will abide by the rules and direction adopted by the Chapter Board of Directors and as per the Chapter Bylaws.

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3. The NSA North Texas shall have the following standing committees; the Committee Director's job description and term of office follows:
- i. Executive Committee – The President shall chair the Executive Committee.
    - (1) Shall consist of the President, President-Elect, and Treasurer. Meetings may be called by the President.
    - (a) The Immediate Past President may also serve on this committee if:
      - (i) the President issues a formal invitation via email to serve, or
      - (ii) the Board of Directors votes for the Immediate Past President to serve.
    - (2) Has the power to act for the Board of Directors and the Chapter between meetings of the Board, to conduct business/administrative affairs as are deemed necessary, and to address legal/personnel concerns that require confidential decision-making.
    - (3) Cannot amend policies, documents of governance, or Board actions.
    - (4) Actions of the Executive Committee shall be reported to the Board of Directors at its next meeting or by mail or email according to policies and procedures adopted by the Board.
  - ii. Programs Committee – The Director of Programs shall chair the Programs Committee.
    - (1) The term of office shall be one (1) year and be filled by a voting member of the Board of Directors.
    - (2) With consideration to the needs of the Chapter, plan and coordinate at least 10 educational programs in a calendar year.
    - (3) Manage the logistic requirements for each program and speaker.
    - (4) Coordinate each program's announcement, speaker introduction, and other content for each program.
  - (5) Evaluate and enhance the audience satisfaction and the effectiveness of each program.
  - iii. Marketing Committee – The Director of Marketing shall Chair the Marketing Committee.
    - (1) The term of office shall be one (1) year and be filled by a voting member of the Board of Directors.
    - (2) Utilize creative ways to let people know about NSA North Texas (i.e. radio, television, website, strategic partnerships, etc.).
    - (3) Submit articles and press releases to educate the business community, encourage program attendance, and recruit Members.
    - (4) Ensure the proper use of the NSA brand and NSA North Texas brand.
    - (5) Oversee and manage all other marketing, public relations, and fund-raising activities of the Chapter.
  - iv. Membership Committee – The Director of Membership shall chair the Membership Committee.
    - (1) The term of office shall be one (1) year and be filled by a voting member of the Board of Directors.
    - (2) Manage membership support, as well as the recruitment and renewal processes.
    - (3) Oversee maintenance of the database of active Members.
    - (4) Work with the Chapter Administrator and NSA to keep track of Candidates for Membership, Academy Participants, and all other prospective Members.
  - v. Technology Committee – The Director of Technology shall chair the Technology Committee.
    - (1) The term of office shall be one (1) year and be filled by a voting member of the Board of Directors.

- (2) Oversee all activities related to the website, all social media platforms, all Internet communications, and all technical aspects of meetings and events.
- vi. Nominating Committee – The Immediate Past President shall chair the Nominating Committee.
  - (1) The Nominating Committee shall be responsible for nominating a slate of Directors to serve on the Board of Directors. The committee shall be comprised of three (3) Members of the Chapter, including the Immediate Past President. Members of the nominating committee may not stand for election as a Director.
- vii. NSA North Texas Charbonneau Speaker Academy Dean(s).
  - (1) The term of office shall be one (1) year and be filled by an individual or individuals who support, but are not elected to, the Board of Directors.
  - (2) The NSA North Texas Charbonneau Speaker Academy Dean(s) shall coordinate the curriculum and mentorship program and serve as lead Instructor(s)/Facilitator(s) of the coursework of the Academy.

## **XVI. Elections & Nominations**

- A. Chapter elections will be conducted during the month of May.
- B. Chapter Board and Officer Nominations Committee
  - 1. The Nominating Committee (as defined above in Article XV shall begin the process in or around January. The goal is to present a slate of candidates in the April Board Meeting and email ballots to the members prior to the May meeting.
  - 2. The incoming Board will be sworn in at the June Chapter Meeting.

## **XVII. Volunteers**

- A. NSA North Texas is fortunate to have a cadre of volunteers willing to generously donate their time and talent in support of the Chapter. Volunteers will be trained by the Committee Chairs for which they are performing duties, completing projects, and offering services.

## **XVIII. NSA North Texas Awards**

- A. General Awards.
  - 1. The President may appoint an awards committee for the purpose of identifying affiliates worthy of recognition outside of the two official Chapter Awards.
- B. The Zig Ziglar NSA North Texas Member of the Year (“MOY”) Award. The annual award is named in honor of Zig Ziglar, CPAE, a pioneering speaker and honorary president of NSA North Texas.
  - 1. Chapter Members shall vote at the May Chapter Meeting for a Member (as defined in II.B. of this document) to receive the MOY, with the award being conferred at the final meeting of the year in June.
  - 2. All Chapter Professional Members and Chapter Candidates for Membership, are permitted to *nomin*ate any Professional Member for MOY. However, only Professional Members will be allowed to vote on the final ballot.
  - 3. Nomination ballots shall include the Nominated Professional Member’s name and why this Professional Member should be honored. The ballot should also include the name of the person making the nomination and their membership level with the Chapter.
  - 4. The Board of Directors will narrow the list of nominees to no more than five (5) in advance of the May Chapter Meeting. The President and the last five recipients of the award are not eligible.



5. The final list of nominees shall be announced by electronic mail at least seven (7) days prior to the May Chapter Meeting when the vote will take place.
  6. Professional Members who are unable to attend the May Meeting will be permitted to vote via the Internet.
  7. The MOY final ballot shall contain the nominees to be voted on with name, why they were nominated, and a photo of each. The ballot should also request the name and membership level of the person submitting the vote.
- C. The Jos. J. Charbonneau Award. The award (also referred to as "The Charbonneau Award") is named in honor of Joseph J. Charbonneau, CSP, CPAE, and is given from year to year, but not necessarily every year.
1. The awardee shall be a Professional Member in good standing in the Chapter.
  2. The awardee shall have exemplified the highest standards of professionalism as a speaker and shall have significantly contributed to the growth of the Chapter.
  3. The Selection Committee shall have responsibility for both collecting nominations and making the selection as it sees fit. If the award is to be given, it will be announced at the final meeting of the year in June.
  4. The Secretary, who shall be a non-voting member, shall facilitate the selection committee.
  5. The selection committee shall be made up as follows: (All committee members must have attended at least three Chapter meetings during the fiscal year.)
    - i. NSA/NT President
    - ii. Immediate past recipient of Charbonneau Award
    - iii. A past recipient appointed by the President-Elect
    - iv. A Member appointed by the Treasurer
    - v. A Member appointed by the Director of Membership

## **XIX. AMENDMENTS**

- A. These policies may be amended or altered, in whole or in part, pursuant to the affirmative vote of two-thirds (2/3) of the members of the Chapter Board of Directors, provided that:
1. The Chapter Board members have been notified at least 15 days in advance of the meeting at which the vote will be taken,
  2. The amendment or alteration is not inconsistent with the provisions of the NSA Articles of Incorporation or Chapter Bylaws.

**Appendix A**  
**National Speakers Association North Texas**  
**Chapter Expense Reimbursement Form**



**Chapter Expense Reimbursement Form**

**Position:** \_\_\_\_\_

**Expenses**

	Vendor/Details				

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Submitted on: \_\_\_\_/\_\_\_\_/20\_\_\_\_

Signature: \_\_\_\_\_

**Approvals on individual expenditures or to same vendor:**

Under \$100 - Treasurer's initials required on item line above

From \$100-\$499 - President's initials also required

\$500 and over – above initials and attach Board minutes approving expenditure(s)

**Paid**

Date: \_\_\_\_/\_\_\_\_/20\_\_\_\_

Amount: \$\_\_\_\_\_

Check #: \_\_\_\_\_

Initial: \_\_\_\_\_

- **Please mail  
check to:**

\_\_\_\_\_

\_\_\_\_\_

**Additional Information/Notes:**

\_\_\_\_\_

\_\_\_\_\_

## **Appendix B**

### **National Speakers Association North Texas**

### **Recommended Annual Financial Review Process**

The Board of Directors or management consulting company shall designate a qualified person not serving on the Board of Directors to review the financial records and statements according to the Chapter Bylaws. This person (Qualified Reviewer) does not need to be a CPA, but must be able to read and understand basic financial statements. The Qualified Reviewer may not have served on the Board of Directors during the year being reviewed, nor may they be a staff member of the management consulting company.

The Qualified Reviewer shall carry out the following procedures within 60 days of the end of the Chapter fiscal year:

- I. Meet with the Treasurer and staff (whoever maintains the books, writes checks, reconciles bank statements, and carries out other accounting duties).
- II. Select the financial statements from the final month of the Chapter's fiscal year and randomly select one other month.
  - a. Review the bank reconciliation and the bank statement and verify that the cash balance reconciles.
  - b. Select at least 3 expense checks from each month and review the invoice, documentation, and evidence of approval. (This could be an email from the President or Treasurer, or it could be a routine expenditure approved by the Board in the annual budget. If relying on approval in the annual budget, review the meeting minutes where the Board approved the budget.)
- III. Review the finance policy and interview the Treasurer/staff to determine who can sign checks, has access to funds, or can move money by phone or online.
- IV. Compare to Chapter policies and procedures to be sure it is in alignment.
- V. For year-end:
  - a. Compare the final revenue and expense totals to the budget and investigate any significant differences.
  - b. Compare Member dues to [the number of Members listed on the Chapter membership list] times [the annual dues] to test for reasonableness.
  - c. Review documentation for any large expenses or any related-party transactions (payment to any member, etc.).
  - d. Compare to the previous year-end financial statement and investigate major differences.
  - e. Document work (a checklist along with any recommendations) and include the result in a written letter to the Board and as an attachment to the Minutes of the Board meeting to which it is presented. In the written report recommend needed changes to the Chapter Board of Directors if unable to complete the above procedures due to:
    - i. Inadequate information in the Bylaws.
    - ii. Inadequate or no Chapter finance policy.
    - iii. Incomplete financial statements.
    - iv. Inadequate or no annual budget.

## Appendix C

### National Speakers Association North Texas Parameters for Managing Annual Awards

NSA North Texas has two annual awards: The Jos. J. Charbonneau Award and The Zig Ziglar Member of the Year Award. Each award is presented at the June meeting.

- I. **The Jos. J. Charbonneau Award** (also referred to as “The Charbonneau Award”) is named in honor of Joseph J. Charbonneau, CSP, CPAE, and is given from year to year, but not necessarily every year.
  - a. The Committee that selects the recipient for this award is strictly confidential and is completely in charge of both how and who is chosen for the award. The Selection Committee members must have attended at least three (3) chapter meetings during the fiscal year.
    - i. The committee consists of:
      1. Current NSA North Texas President.
      2. Immediate past recipient of the Charbonneau Award.
      3. A past recipient appointed by the President-Elect.
      4. A member appointed by the Treasurer.
      5. A member appointed by the Director of Membership.
    - ii. The Selection Committee shall be responsible for both collecting nominations and making the selection as it sees fit. If the award is to be given, it will be announced at the final meeting of the year in June.
  - b. NSA North Texas Chapter Secretary is a non-voting member of the group and is in charge of facilitating the Committee.
    - i. Once the committee has been named, the Secretary will arrange either a conference call or a face-to-face meeting.
  - c. The awardee shall be a member in good standing in the Chapter. The Awardee shall have exemplified the highest standards of professionalism as a speaker and shall have significantly contributed to the growth of the Chapter.
  - d. After the Awardee has been designated by the committee, the Secretary will coordinate with the vendor to have the award made. It is suggested that another Selection Committee Member arrange for the Awardee’s family to attend the ceremony. Another committee member could arrange for a cake and flowers, if appropriate.
  - e. The award will be given at the June meeting.
- II. **The Zig Ziglar Member of the Year Award** (also referred to as “The Ziglar Award” or MOY Award) is named in honor of Zig Ziglar and is given each year. The Chapter elects the Member of the Year who has gone “beyond the call of duty” to aid and promote the Chapter.
  - a. Nomination forms are prepared and made available to the membership during the April member meeting. An electronic nomination form will also be available through the Chapter’s newsletter and website.
  - b. Nominations can be made by both Professional Members and Chapter Candidates for Membership. The nomination form shall include the name of the person making the nomination, the member’s name, and why this member should be honored with this award.
  - c. Nominees can be any Professional Member for the Member of the Year Award.
  - d. Ineligible members are the current Chapter President and the previous five awardees.



- e. The current Board of Directors will narrow the list of nominees to no more than five (5) in advance of the May meeting when the final vote will take place.
  - f. The final list of nominees shall be announced by electronic mail at least seven (7) days prior to the May meeting. This announcement can also include an electronic voting ballot.
- g. A paper ballot will be distributed at the May meeting by the Secretary and collected at the conclusion of the meeting.
- h. Rules for voting:
  - i. Must be a full member of NSA and NSA North Texas.
  - ii. May only vote once, for one candidate.
  - iii. Name and membership status are required to vote.
- i. All voting, paper and electronic, will conclude the Monday following the May meeting.
- j. The Secretary will consolidate the paper ballots and the results from electronic voting to determine the winner. The Secretary will then coordinate with the vendor to have the award prepared.
- k. The award will be given at the June meeting.

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## Appendix D

### National Speakers Association North Texas

#### Membership Dues and Chapter Voting Rights for Legacy and Honorary Members

This addendum is intended to supplement Chapter By Laws set forth in Article III: MEMBERSHIP CATEGORIES AND QUALIFICATIONS specifically as related to Legacy Membership and Honorary Membership pertaining to dues and voting rights.

Membership Level Definitions, Dues Structure and Voting Rights:

- A. Legacy Member has met the qualifications of the Chapter Bylaws sections 2.2.2, and 2.2.3, and has been a professional member of NSA for a minimum of 10 years, is a minimum of 65 years old, and is making fewer than 15 paid speaking presentations per year. Their dues will be 50 percent of the professional member's dues.
- B. Honorary Member is any individual who has been bestowed such a designation by the Board of Directors. The Board of Directors is entitled to bestow honorary membership upon deserving individuals who consent to this designation. This membership category shall carry with it no rights, including voting rights, or obligations of dues except as the Board of Directors may determine.
  - 1. CPAE and Cavett recipients are automatically Honorary Members and will pay no member dues or meeting fees and will have no additional voting right under this designation.
  - 2. If the CPAE and Cavett recipient wants Chapter voting rights, they will pay an annual fee of \$75 and can vote each year these annual dues are paid.