

**Pro Partners, USA**  
**Board of Directors**  
**Operating**  
**Policies and Procedures**

**In Revision, 2018, 2025**

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### 1. Introduction

#### 1.1

##### Scope; Place in Hierarchy of Rules and Procedures

The PPUSA Pro Partners USA Board Operating Policies and Procedures (“P&P”) encompass and regulate

activities required to run the organization, and are an integral requirement for all properly

managed entities. The hierarchy of rules and procedures moves from the general to the specific,

and from the seldom-modified to the easily-modified. In PPUSA, this hierarchy begins

with the Articles of Incorporation and moves downward through the Bylaws, P&P, and operating

and committee working procedures. Conversely, the modification process moves upward from

operating and working procedures modified through use and experience, to P&P, the Bylaws,

and the Articles of Incorporation. The PPUSA Pro Partners USA Board Operating Policies and Procedures

document is formally adopted by the Board of Directors. It is intended to be evergreen—a living

document open to change and revision to facilitate growth and change of the organization. It is

through these policies and procedures that the Board of Directors assists in establishing the

guidelines within which officers and staff act to implement policy, programs and services.

## 1.2

### Management; Revisions

The PPUSA Pro Partners USA Board has developed policies and procedures as guidelines for operating and

managing the organization. The President and Board have primary day-to-day oversight of the

policies and procedures, while the Executive Director is charged with administering them.

Working with the various committees and the Affiliates during the year, the By-laws Committee

will coordinate changes to be made to the PPUSA Pro Partners USA Policies and Procedures. Such changes

will be presented at board meetings for Board approval.

## 1.3

### Distribution

The PPUSA Pro Partners USA Board Operating Policies and Procedures will be distributed to Board

Members, PPUSA Pro Partners USA staff, and may be distributed to the chairs of any relevant committees

and to local affiliates upon request.

## 2. Mission, Vision and Values

### 2.1

#### Mission

PRO PARTNERS USA is dedicated to improving the quality of life of all individuals living with mental

illness and their families.

### 2.2

#### Vision

The vision of Pro Partners USA is to ensure acceptance of and treatment for all those with mental

illness to facilitate recovery.

While retaining our grassroots values, Pro Partners USA will:

- become the most effective provider of support and educational opportunities reaching

all persons in the state;

- dramatically grow the membership;
- eliminate the stigma of mental illness; and
- lead the way with successful advocacy efforts.

### 2.3

#### Values: Diversity and Inclusion

The Pro Partners USA Board of Directors reaffirms its commitment to reflect and implement its core

values of diversity and inclusion in the composition of the Pro Partners USA Board and PRO PARTNERS USA

professional staff and in the content and distribution of its programs, as evidenced by the

following sections of the Pro Partners USA Bylaws:

- Pro Partners USA is dedicated to supporting the inclusion of individuals with mental illness

throughout the organization.

- Combating stigma through education and raising public awareness that mental illnesses

affect everyone and treatment works.

- Pro Partners USA recognizes that diversity is strength. To help in the governance of PRO PARTNERS USA

Texas, the Nominating Committee will actively seek nominations from qualified candidates:

1. From those affected by mental illness;

2. From under represented groups in Pro Partners USA including people of varying races,

disabilities, ethnicities, creeds, sex and religions;

3. Who represent different geographical and political communities; and

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4. Who are of varying ages.

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- Neither Pro Partners USA nor its Board of Directors nor any Member Affiliate shall

discriminate against any person or group of persons on the basis of race, disability,



ethnicity, creed, sex, religion, or age in requirements for membership, its policies or actions.

## 2.4

Diversity, Inclusion and Nondiscrimination (approved July 22, 2012)

Objective/Background: In alignment with the PRO PARTNERS USA Standards of Excellence, this policy is

intended to assure that Pro Partners USA strives to be inclusive of every sector of the demographics

in Texas and will make no distinction between people who have a mental illness and other members.

Procedures:

- Pro Partners USA shall actively recruit, engage and serve members from every race, culture,

ethnicity, age, religion, socio-economic status, sexual orientation, gender, gender identity and

disability and shall not discriminate against any person or group in the requirements for

membership, provision of service or support or in its policies or actions. The Pro Partners USA

Board of Directors will regularly review their demographics compared to those of the state

using national census data, in order to aspire towards reflecting that composition.

- In keeping with PRO PARTNERS USA's values regarding nondiscrimination and with applicable federal law,

Pro Partners USA shall include in bylaws, operating policies and procedures and other relevant

policy documents, explicit statements that require the organization to embrace the broadest

possible definition of inclusion and nondiscrimination.

- Pro Partners USA shall collect a baseline of members' voluntarily-supplied demographic

information, identified and requested by the PRO PARTNERS USA Board of Directors. Systems shall be put

in place to protect the confidentiality of this information; demographic information will only

be reported in the aggregate.

- To support reaching out to and welcoming the community at large into the PRO PARTNERS USA movement,

Pro Partners USA will make use of materials and assistance from PRO PARTNERS USA in our recruitment,

marketing, public education, and awareness activities.

- Pro Partners USA will strive to support recruitment and retention of a diverse and inclusive

membership and leadership, using assistance as necessary from national. Pro Partners USA will

also promote and mentor local affiliates' diversity and inclusion efforts.

- Whenever there is a demand and the interests of members can best be served by support

through groups sharing some affinity, including but not limited to lived experience or

primary language, Pro Partners USA shall encourage its affiliates to offer multiple support groups

beyond their baseline family and/or consumer groups.

### 3. PRO PARTNERS USA Organization

#### 3.1

##### PRO PARTNERS USA and Pro Partners USA

Pro Partners USA is the nonprofit state organization chartered by PRO PARTNERS USA. The PRO PARTNERS USA Board of

Directors shall prescribe (1) procedures for the granting of charters to Organizations and

Affiliates, (2) procedures for the resolution of disputes, including allocation of responsibility for

expenses incurred, and (3) procedures for the termination of the charter of Organization or the

taking of other actions upon failure of an Organization to comply with the (PRO PARTNERS USA) By-laws and

chartering criteria. Pro Partners USA concurs with PRO PARTNERS USA's positions on the following:

- PRO PARTNERS USA shall, at all times, maintain independent positions on issues affecting the

welfare of people with mental illness. These positions shall be based on review of available scientific information. The potential effect of such positions on the interests

of a funding source shall not be a relevant factor in PRO PARTNERS USA's decision-making process.

- PRO PARTNERS USA will neither endorse, nor allow the perception that it endorses, any products,

devices or services. Where the perception of an endorsement may exist, use of PRO PARTNERS USA

name and logo must be reviewed and approved by the PRO PARTNERS USA National Board, in

writing, in advance of use.

- PRO PARTNERS USA will accept support only for projects and activities that are consistent with the

organization's mission.

- PRO PARTNERS USA will ensure that use of its name and associated logos does not adversely affect

its nonprofit status or otherwise create potential legal exposure or other detriment to

the organization.

- All projects, activities, and partnerships of PRO PARTNERS USA, its state organizations, and local

affiliates must conform to PRO PARTNERS USA Bylaws and policies.

- The PRO PARTNERS USA Board reserves the right to editorial approval for projects involving

informational services.

- Any use of the PRO PARTNERS USA name or logo on, or in connection with, any written material,

media, or other item not produced or used by PRO PARTNERS USA, its state organizations or local

affiliates, shall require the prior written approval of the PRO PARTNERS USA Board of Directors or

its designee(s). Pro Partners USA acknowledges that PRO PARTNERS USA controls the use of the name,

acronym, and logo of PRO PARTNERS USA, and intellectual properties, and electronic properties,

and that use of the logo and name by Pro Partners USA shall be in accordance with PRO PARTNERS USA

policy. Upon termination of affiliation through PRO PARTNERS USA the use of these names,

acronyms, materials and logo of Pro Partners USA shall cease.

### 3.2

#### Local Affiliates

An affiliate of Pro Partners USA shall be constituted with members in good standing in

accordance/compliance with PRO PARTNERS USA's bylaws and/or procedures.

This group shall be granted

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affiliate status by PRO PARTNERS USA upon endorsement by the Board of Directors of Pro Partners USA. The

incorporated name of each Pro Partners USA affiliate shall begin with “PRO PARTNERS USA” followed by a

geographically descriptive term such as city, county or region.

- Affiliates shall support the mission of PRO PARTNERS USA and Pro Partners USA, and forward standard

member dues to PRO PARTNERS USA and Pro Partners USA.

- Pro Partners USA supports Affiliates in the state that operate using one of the two following

models/structures as outlined in the Pro Partners USA Board Policies and Procedures:

1) Model A Affiliates are independently incorporated with their own tax designation.

2) Model B Affiliates are unincorporated and operate under the structure of Pro Partners USA.

- Failure of an affiliate to adhere to the PRO PARTNERS USA bylaws, Pro Partners USA bylaws and/or procedures

including the Standards of Excellence requirements for affiliation may, upon recommendation by the Pro Partners USA Board, result in termination of affiliate status.

- Members of the Board of Directors of local PRO PARTNERS USA Affiliates should not engage in making

derogatory, slanderous or libelous remarks about any individual, organization, or agency in a

public setting that could result in negative, adverse, or legal consequences to the local PRO PARTNERS USA

Affiliate or to Pro Partners USA or PRO PARTNERS USA.

### 3.3

#### Members

A member is any person who accepts the mission of PRO PARTNERS USA and Pro Partners USA and pays dues in

accordance with PRO PARTNERS USA policy. A member as defined above and used henceforth shall always

mean a member in good standing with his/her affiliate and with Pro Partners USA by the record date

for PRO PARTNERS USA and Pro Partners USA.

- A member in good standing shall be defined as one in which the standard dues of the

member have been received by PRO PARTNERS USA and Pro Partners USA by the record dates for PRO PARTNERS USA

and Pro Partners USA.

- Members may become members through an “Open Door” policy that allows for a

reduced standard dues payment. “Open Door” members are defined by income or

economic necessity, at the discretion of the Affiliate and by PRO PARTNERS USA and Pro Partners USA.

“Open Door” members shall have all the rights and privileges of members who pay full

dues.

#### 4. Dispute and Grievance Process

The Pro Partners USA Board of Directors shall be vested with authority to mediate disputes among

and between Affiliates and/or proposed Affiliates, and between Pro Partners USA and

Affiliates/proposed Affiliates.

4.1

4.2

Procedure for dispute resolution relative to the By-laws between Model

A Affiliates and proposed Affiliates (as outlined in 3.2):

- The Board of Directors shall mediate resolution of disputes relative to the Bylaws,

which cannot be successfully resolved by the principals. The Board of Directors of the Affiliate(s)/proposed Affiliate(s), which are party to the dispute, shall notify the

President of Pro Partners USA, in writing, about the existence of the dispute. The names

of persons authorized to act on behalf of the disputants will be included in the notification. The Pro Partners USA President shall investigate the dispute and work with

the parties to mediate a resolution.

- In the event that resolution of the dispute cannot be achieved within ninety (90) days

from the receipt by the Pro Partners USA President of written notice of the existence of

the dispute, or by agreement sooner, the dispute, together with the names of the persons authorized to act on behalf of the disputants, shall be referred to the PRO PARTNERS USA

Board of Directors for final and binding resolution.

Procedure for dispute resolution between Pro Partners USA and Model A

Affiliates and proposed Affiliates (as outlined in 3.2) :

- The Pro Partners USA President shall receive written notice from the Board of Directors

of the Affiliate(s)/proposed Affiliate(s) which are party to the dispute, notifying the

Pro Partners USA President of the existence of the dispute. The Pro Partners USA President

shall investigate the dispute and work with the parties to mediate a resolution.



- In the event that resolution of the dispute cannot be achieved within ninety (90) days

from the receipt by the Pro Partners USA President of written notice of the existence of

the dispute, or by agreement sooner, the dispute, together with the names of the persons authorized to act on behalf of the disputants, shall be referred to the PRO PARTNERS USA

Board of Directors for final and binding resolution.

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## 5. Guidelines for Implementation of Programs

- Pro Partners USA programs grow from the experience of PRO PARTNERS USA members, advance

the mission of the organization, and present PRO PARTNERS USA's unique face to the outside world.

- PRO PARTNERS USA "signature" programs, Pro Partners USA "signature" programs as well as other family

and consumer programs are implemented by Pro Partners USA.

- Pro Partners USA will always proceed in a manner intended and designed to strengthen

and enhance its programs.

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### 6. Nominations and Elections

#### 6.1

##### Annual Meeting

The annual business meeting of the membership shall be held during September, October, or

November of each year unless otherwise directed by the Board of Directors. The purpose of this

meeting may include the election of Board members, and the adoption of any amendments to or

revision of the Bylaws. Written notice of this meeting shall be mailed to each affiliate, or sent by

electronic communication, not less than thirty (30) days or more than sixty (60) days prior to the

meeting all membership business meetings shall be open meetings.

#### 6.2

##### The Board of Directors

The Board of Directors shall consist of three (3) directors in number elected by the

membership. All directors will be elected to represent the nine (9)

regions of the state (as outlined in the accompanying regional map) and six (6) will be elected at

large.

##### 6.2.1 Terms of Office

Directors may serve unlimited consecutive full terms. At each annual meeting the

membership shall elect 1 director: three (3) directors representing three (3) of the

nine (9) regions according to procedures developed by the Board of Directors (including

the description of the regional map), and two (2) directors at large for a term of three (3)

years or until the respective successor shall have been duly elected and qualified to

succeed a director whose term will expire at the end of such meeting. The terms of any

Officer or Director shall be extended, if necessary, until his or her successor is duly

elected. New directors will assume office at the close of the annual meeting or election.

#### 6.2.2 Ex-Officio Directors

At any annual or other meeting of the Board of Directors, the Directors may elect one or

more ex-officio members of the Board of Directors. Any such ex-officio Director is entitled to notice of and to attend meetings of the Board of Directors but is not entitled to

vote unless otherwise provided by the Articles of Incorporation or the Bylaws. The Board

of Directors has designated the term of office of one year for ex-officio Directors, but

they may be reelected. An ex-officio Director who is not entitled to vote does not have

the duties or liabilities of a Director as provided in these Bylaws or in the Act or other

law.

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### 6.2.3 Vacancies

In the case of any vacancy of one or more of the regular members of the Board of Directors, the Board of Directors shall elect the person or persons who shall fill the

vacancy or vacancies for the remaining unexpired term or terms.

### 6.2.4 Removal of a Director

- Any Director who has two (2) absences from scheduled Board of Directors meetings

within a twelve (12) month period and who has not notified and been excused by the

President, giving as much advance notice as possible prior to the meeting, shall be

removed from office.

- Whenever, in its judgment, the best interests of Pro Partners USA and its local affiliates will

be served, any director may be removed from office by the vote of not less than two

thirds of the total membership of the Pro Partners USA Board of Directors. (Texas Business

Organizations Code, Title 2, Chapter 22, Sec 22.211-Removal of a Director)

### 6.3. Nomination Procedures

### 6.3.1 Qualifications

- All nominees for the Board of Directors shall be Pro Partners USA members in good standing,

residents of Texas and be willing to serve/fulfill their duties and elected term/s and

consist of a majority of the 15-person voting membership of the Board who have or have

had mental illness, or parents or other relatives thereof. Board member should have an

understanding of and appreciation for the issues relating to mental illnesses and the

family perspective.

- Definitions: The Board interprets “family” and “consumer” to mean any person who has

had a lived experience of mental illness either themselves or within their family. Board

candidates are asked to self-identify based on this definition. Voting members are provided with the candidates self declaration.

- 

No immediate family members shall serve as Voting Directors on the Board of Directors

at the same time. No Pro Partners USA employee or employee's immediate family member

shall serve on the Pro Partners USA Board of Directors as a voting member.

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### 6.3.2 Nominations

- At each annual meeting the membership shall elect five (5) directors: three (3) directors

representing three (3) of the nine (9) regions (as indicated in the accompanying regional

map) and two (2) directors at large for a term of three (3) years, or until the respective

successor shall have been duly elected and qualified to succeed a director whose term

will expire at the end of such election.

- Nominations for all directors shall be made by the members through Affiliates.

- No Affiliate may nominate more than one individual for a director position per election.

- Each affiliate representing Regions 2, 4 and 5 may nominate a director to serve during the

first year of implementation (2005) and every third year thereafter.

- Each affiliate representing Regions 1, 3 and 8 may nominate a director to serve during the

second year of implementation (2006) and every third year thereafter.

- Each affiliate representing Regions 6, 7 and 9 may nominate a director to serve during the

third year of implementation (2007) and every third year thereafter.

- 

Affiliates in the current year's designated regions may nominate a director for either

Regional Director or an At-Large Director.

- The Nominating Committee will, through the Office of the President (Pro Partners USA

office), solicit nominations from each affiliate no less than 150 days prior to the annual

meeting where elections will be held. The members through their Affiliates shall make

nominations for all directors. No Affiliate may nominate more than one individual from

his or her own affiliate for a director per election.

- Pro Partners USA recognizes that diversity is strength. To help in the governance of PRO PARTNERS USA

Texas, the Nominating Committee will actively seek nominations of qualified candidates:

- From those affected by mental illness;

- From under represented groups in Pro Partners USA including people of varying races,

disabilities, ethnicities, creeds, sex and religions,

- Who represent different geographical and political communities, and

- Who are of varying ages.

- An affiliate nomination letter, along with the resume and picture of the nominee shall be

forwarded to the office of the President and the Nominating Committee no less than

ninety (90) days prior to the commencement of the next annual election. The Office of

the President shall publish the name, nominator, and resume of each individual so

nominated, as well as any other information requested.

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- If no candidates for directors are nominated for the designated regions, the regional

position shall be deemed an at-large position.

- The Nominating Committee will prepare a slate of nominees for the Board of Directors.

This slate shall include nominees in excess of the vacant positions, if at all possible.

#### 6.4. Elections

##### 6.4.1

Voting Process

- Members shall be able to vote for a director in every position. They shall cast a vote for

one (1) director in each of the three (3) regional positions and for two (2) directors in the

at-large positions for a total of five (5) directors (as well as for any vacant positions).

- Votes cast by Pro Partners USA members in good standing as of the record date shall be by

official secret ballot in person or by mailed or electronic ballot provided by Pro Partners USA.

- Qualified votes are cast by a member in good standing who either is present at the



meeting, or has returned a mailed or electronic ballot by the time specified.

- Record Date: The record date for determining members who are eligible to receive

notice of the annual or special meeting of the membership, to vote, and to otherwise take

action, shall be sixty (60) days prior to the annual or special meeting unless the Board of

Directors adopts by resolution an alternate record date. Such record date shall be not less

than thirty (30) days or more than sixty (60) days prior to the annual or special meeting of

the membership.

- Majority Family/Consumer Composition: Process to handle possible non-compliance. In

the event that an election's outcomes would put PRO PARTNERS USA out of compliance with its

bylaws, the Board will use the following process:

- The Election Chair will be responsible for seeing that the bylaws requirement is met at each Pro Partners USA election.
- All current Board members and candidates must complete a self-assessment profile that includes self-identification around Pro Partners USA' definitions of "family" and "consumer".
- Pro Partners USA affiliates and members will be informed of the current Board's composition and of the number of openings available for non-family/consumer Board members.
- In the event that there are no non-family/consumer openings on the Board,

affiliates and state organizations will be so notified and non-family/consumer candidates will not be included in the election.

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- In the event that, through an election, the Board's composition might not meet the

majority family/consumer requirement set forth in the bylaws, all candidates and Pro Partners USA affiliates and members present at the annual meeting will be informed (1) that this possibility exists and (2) of the process that will be used to determine election outcomes under those circumstances.

- When votes are counted, if the results would put PRO PARTNERS USA in violation of its bylaws

requirement, the Election Chair will review the election results, remove the lowest

vote-getting non-family/consumer candidate from the list of "winning" candidates and move to the next highest vote-getting family/consumer candidate to serve on the Board.

- If more than one "winning" candidates' service on the Board would put PRO PARTNERS USA in

violation of its bylaws, the Election Chair will follow the same process until the Board's composition meets the majority family/consumer requirement.

6.4.2 Election Process

- Mailed Ballots: The Office of the President (Pro Partners USA office) shall mail ballots to all

Pro Partners USA members who are eligible to vote subsequent to the record date (60 days)

prior to the annual meeting. A deadline for returning the mailed ballots will be determined by the Office of the President.

- Electronic Ballots: The Office of the President (Pro Partners USA office) shall send electronic

ballots to all Pro Partners USA members who are eligible to vote subsequent to the record

date (60 days prior) to the annual meeting provided they have a valid email address listed

in their membership record. Members providing a valid email address will not receive a

mailed ballot unless one is specifically requested. A deadline for responding to the

electronic ballot will be determined by the Office of the President.

- Ballots at the Annual Meeting: The Office of the President (Pro Partners USA office) shall

have ballots available for the annual meeting. A master roster of eligible members will

be prepared for validation purposes. Those members who previously mailed in ballots

will be noted and not permitted to vote again (i.e., one member, one vote).

- Quorum: A quorum of members must be established before voting can occur. According

to the Pro Partners USA Bylaws, a quorum shall be established if two (2) of the following

conditions are met:

- Seventy-five (75) members as of the record date are in attendance at the meeting.

- Ten percent (10%) of the mailed, electronic, or on-site ballots are cast by members of at least twenty percent (20%) of Pro Partners USA Affiliates, according to

procedures developed by the Board of Directors.

- Cumulative voting shall not be permitted. Ballots expire at the end of the meeting for

which they were issued.

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- An election committee will be formed to oversee the election and to officially count the

mailed in ballots and the on-site ballots. The election committee will report the results to

the President at the close of the annual meeting.

- A majority of the votes cast by members shall, except where otherwise required by law,

by the Articles of Incorporation, or by the Bylaws, decide any issue brought before any

regular or special meeting or election by mailed or electronic ballot.

6.4.3

Elections Other Than at Annual or Special Meetings

From time to time the Board of Directors may convene an annual election without a co

occurring annual or special meeting.

- For such elections, the record date for determining members who are eligible to receive ballots and to vote shall be sixty (60) days prior to the election.

- The quorum for such elections shall be ten percent (10%) of the mailed or electronic

ballots cast by members of at least twenty percent (20%) of Pro Partners USA affiliates,

according to procedures developed by the Board of Directors.

## 6.5 Pro Partners USA Consumer Council

### 6.5.1 PRO PARTNERS USA National Consumer Representative

In each odd-numbered year, a consumer member shall be elected at the Annual Meeting

to serve a two-year term as the Texas representative to the PRO PARTNERS USA National Consumer

Council. The specific responsibilities of the National Consumer Representative (NCR)

shall be outlined in the operating procedures of the Consumer Council.

Nominations for

this position shall be according to procedures developed by the Board of Directors.

### 6.5.2 PRO PARTNERS USA State Consumer Representative

In each even-numbered year, a consumer member shall be elected at the Annual Meeting

to serve a two-year term as the Pro Partners USA Consumer Representative to the Board of

Directors. The specific responsibilities of the State Consumer Representative (SCR) shall

be outlined in the operating procedures of the Consumer Council. Nominations for this

position shall be according to procedures developed by the Board of Directors.

#### 6.5.3 Pro Partners USA Consumer Council

The Pro Partners USA Consumer Council (PRO PARTNERS USATXCC) shall consist of a voting delegate

and non-voting alternate from each Pro Partners USA affiliate who will be elected or

appointed according to procedures outlined by the affiliate. The PRO PARTNERS USATXCC six-person

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executive committee will include the Chair, Vice-Chair, and two at-large members along

with the NCR and SCR. The responsibility of the council will be to cultivate consumer

leaders, encourage participation in PRO PARTNERS USA consumer education, support and advocacy

programs and initiatives, and to promote diversity and equal representation of all

consumers that reside in Texas. The Pro Partners USA Consumer Council will serve as a

committee under the Board of Directors.

#### 6.5.4 Vacancies

In the case of any vacancy of either the NCR or SCR, the Executive Committee of the

PRO PARTNERS USATXCC (PRO PARTNERS USATXCCEC) shall appoint the consumer or consumers who shall fill

the vacancy or vacancies for the remaining unexpired term or terms, subject to the

approval of the Board of Directors.

#### 6.5.5 Nomination and Election Procedures

The procedures for nominating and electing the Texas Representative to the PRO PARTNERS USA

National Consumer Council and the Pro Partners USA Consumer Council Representative

shall follow the same process as for the nominations and elections of the members of the

Board of Directors.

- All nominees for these positions shall be Pro Partners USA consumer members in good

standing, residents of Texas and be willing to serve/fulfill their duties and elected term/s.

- The Nominating Committee will, through the Office of the President (Pro Partners USA

office), solicit nominations from each affiliate and from the Consumer Council not less than 150 days prior to the annual meeting where elections will be held. The Consumer Council will also encourage nominees from the affiliates.

- Nominations and resumes shall be in writing and forwarded to the office of the

President of the Organization and the Nominating Committee not less than ninety (90) days prior to the commencement of the next annual meeting. The office of the president shall publish the name, nominator, and resume of each individual so nominated.

- The Nominating Committee will prepare a slate of nominees for the position. This

slate may include nominees in excess of the vacant position.

- All Pro Partners USA members eligible to vote shall be able to vote for the Texas Representative to the PRO PARTNERS USA National Consumer Council and the Pro Partners USA

Consumer Council Representative by either mailed ballot or voting on-site at the Annual Meeting.

## 7. The Board of Directors

### 7.1 Officers of the Board of Directors

The officers of Pro Partners USA shall be President, Vice President, Secretary, and Treasurer.

Officers may hold only one office at a time. Members of the Board of Directors shall elect the

officers from among the directors and they shall take office upon being elected.

The term of any

officer may be extended if necessary, until his/her successor is duly elected

At the first meeting of the Board of Directors after the annual meeting (not more than 45 days

from said annual meeting), the board will elect the officers from among the directors for a term



of one year. Officers are eligible for reelection. The nominating committee shall present a slate

of nominees to serve in the four officer positions on the board. No candidate may stand for more

than one office in the same election. The nominating committee shall also nominate two

additional board members to serve as non-voting members of the executive committee,

according to procedures in the Board Operating Policies and Procedures.

#### 7.1.1 Roles

President: The President shall have the authority for the general supervision of the

affairs of Pro Partners USA under the direction of the Board of Directors. The President shall

appoint all standing committees (see Article VII, Section 2) and shall be an ex-officio

member of all committees except the Nominating Committee and the Audit Committee,

and shall exercise general oversight over the work of all committees and that of the other

officers in order to assure that the objectives of Pro Partners USA are executed in the best

possible manner. The President shall authenticate by her/his signature, when necessary,

all actions, orders, and proceedings of Pro Partners USA. The President shall have such

powers and perform such other duties as prescribed by these Bylaws and the Articles of

Incorporation, and shall have any other powers and duties usually vested in the office of a

President of a corporation. The President is authorized to appoint a parliamentarian. The

President shall preside at all meetings of Pro Partners USA membership and the Pro Partners USA

Board of Directors.

Vice President: The Vice President shall succeed in the presidency in case of a vacancy

in that office and shall perform the duties of the President in the President's absence or

disability. The Vice President shall aid the President in the performance of such duties as

may be assigned by the President. The Vice-President will serve as President-elect to

serve as President at the end of the current President's tenure.

Secretary: The Secretary shall keep an accurate record of the proceedings and business

transactions at all meetings of the Pro Partners USA membership, of the Pro Partners USA Board

of Directors, and Executive Committee meetings. The Secretary shall mail or submit to

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each Director, within thirty (30) days, a draft of the minutes of each meeting.  
Minutes

shall be corrected and accepted at the next meeting, with the final copy distributed to the

Affiliates and to PRO PARTNERS USA national, and posted on the Pro Partners USA website. The Secretary

or designee shall be custodian of all of the records of Pro Partners USA except those that may

be necessary to the President and Treasurer in the conduct of their office. All records

required to be maintained by Pro Partners USA Bylaws, Policies & Procedures, or statute shall

be held in the Pro Partners USA office. The Secretary is responsible for organizing/managing

information on the Pro Partners USA Webexone or other electronic portals, including creating

folders for committees. The Secretary or designee will send out notices of meetings and

otherwise perform the duties and functions customarily performed by the secretary of a

corporation.

Treasurer: The Treasurer shall have the responsibility for all monies, securities and

other valuable properties of Pro Partners USA. He/she shall ensure that a full and accurate

account of receipts and disbursements of Pro Partners USA is kept in records belonging to

Pro Partners USA. The Treasurer shall cause all monies and other valuable effects to be

deposited in the name and to the credit of Pro Partners USA in such accounts and in such

depositories as may be designated by the Board of Directors. The Treasurer shall render

to the President and the Board of Directors a written detailed account of the Treasurer's

transactions and of the financial transactions, whenever required by the President, the

Finance Committee, or a majority of the Board of Directors. The Treasurer shall further

perform such other duties as the President or Board of Directors direct, and such other

duties as usually pertain to the office of treasurer.

## 7.2

### Governing Powers

The Board of Directors' highest duty is to preserve and perpetuate Pro Partners USA. The Board

shall have the power and duty to establish policy, adopt budgets, and other powers and duties

necessary or appropriate for the administrative affairs of Pro Partners USA. The Directors may

perform all such acts as are not designated to be done by the entire membership, or prohibited by

law, the Articles of Incorporation, or the Bylaws. The Board of Directors has the authority to

hire or dismiss the Executive Director, and is responsible to oversee, monitor and evaluate the

Executive Director.

### 7.3

#### Responsibilities; Duties

In addition to the responsibilities vested in them by the Bylaws, the directors shall be vested with

the responsibility to execute the corporate purposes as stated in the Statement of Purpose

contained in the Articles of Incorporation and the expressed consensus of the members. It shall

be the continuing responsibility of the Board of Directors to evaluate the overall function of the

organization to ensure that the purposes are being adequately served.

All board members are expected to be supporters of the organization—to attend and participate

in meetings, to contribute financially to the extent possible, and to make investments of their

time and their talents. The Board of Directors shall have the final authority to resolve the

interpretation of any conflicts or ambiguities in the Bylaws.

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7.4 Board Financial Contribution Responsibility (Approved 4/16/11)

The board is responsible for providing a sound financial basis for the organization. By personally contributing, a board member recognizes this responsibility and thereby demonstrates this commitment. Board members may have differing abilities to contribute, so a standard gift is not necessarily appropriate, but contributions by one hundred percent of the board is our goal. In addition, some foundations now expect every board member to support the organization financially before they will provide a grant, and each board member must accept the responsibility for and the necessity of making contributions for such purposes.

#### 7.4.1

##### Policy

To demonstrate our commitment to our mission and to reach our fund-raising goal, board members agree that they must first make a gift themselves. This policy is intended to ensure that every board member supports Pro Partners USA with an annual monetary donation. Contributions from Board members are distinct and in addition to attending special events, buying tickets or otherwise participating in our organization's activities. An annual goal for total contributions from board members, including money donated

personally and money raised, will be set as part of the annual budget approval process.

Monthly financial reports will include an update on total board contributions. All prospective board members will be given a copy of this policy.

## 7.5

### Roles and Responsibilities of Regional Directors (Approved June 1, 2011)

The Pro Partners USA mission states: “We support our Affiliates by providing leadership, training

and technical assistance.” An important responsibility of the Regional Directors is an ongoing

contact with the Affiliates within their Region.

- Utilizing the “Affiliate Outreach Contact Guide for the Board of Directors,” found in Attachment #2 of the Pro Partners USA Board Operating Procedures, each Regional

Director shall contact the Affiliates in the Region quarterly, if possible, to assess the affiliate needs and to determine ways that Pro Partners USA can assist.

- In Regions that have many affiliates, the Directors who do not have Regional responsibilities need to be available to assist the Regional Director, especially if that Director is also from that particular Region. The Board President shall assign

one or more At Large Directors upon request by the Regional Director.

- During each face-to-face board meeting, each Regional Director shall provide a written report about the affiliates that were contacted in their region. Affiliate concerns and problems can then be directed to the appropriate committees (Education Committee, Affiliate Outreach Committee, Consumer Networking

Committee, Membership Committee, etc.) to help solve particular problems.

- It is a goal of Pro Partners USA that each Director shall represent the organization by participating in at least one PRO PARTNERS USA Walk each year. (approved 8/11)

## 8. Board Operational Committees

The Board of Directors shall provide for the creation of an Audit Committee, Finance and

Development Committees, a Bylaws/Governance Committee, a Nominating Committee, and

other suitable standing committees and special Ad Hoc committees as needed. The President,

prior to approval by the Board of Directors, may form study committees. The Board of Directors

shall also provide for the establishment of a state Consumer Council.

The President shall make all appointments to committees, except for the Consumer Council,

subject to the approval of the Board of Directors. The Board of Directors will develop

procedures for all committees except the Consumer Council. Procedures for the Consumer

Council will be developed by the Consumer Council, subject to the approval of the Board of

Directors.

### 8.1

Executive Committee



The Executive Committee shall consist of the four elected officers of Pro Partners USA and two

additional Pro Partners USA Directors who have expressed interest in seeking officer positions in the

foreseeable future. These two at-large board members shall be added under the following terms

and conditions:

1) Every year the nominating committee shall nominate board members to serve in the four

officer positions on the Board, and who are willing to commit the additional time necessary to attend all Executive Committee meetings. The Board shall elect these

nominees (or other nominees from the floor) during the Board meeting following the

annual meeting of the membership.

2) Every year the nominating committee shall nominate at least two board members who

have indicated their desire to run, at some time in the future, for office on the Board, and

who are willing to commit the additional time necessary to attend all Executive Committee meetings. The Board shall elect two of these nominated board members for

one-year terms as at-large voting members of the Executive Committee during the board

meeting where officers are elected, or as soon as possible thereafter at a regularly

scheduled board meeting.

3) If at any time an elected at-large member of the Executive Committee resigns, or

becomes unable to continue in the position for whatever reason, or if the Executive

Committee concludes by a vote of its full membership that an at-large member should not

continue in the position due to conflicts of interest or of personalities that substantially

interfere with the performance of the Executive Committee's duties and responsibilities,

then the member's position with the Executive Committee terminates and the position

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shall be filled as soon as practical by the Board at a regularly scheduled board meeting

after nomination by the Nomination Committee of qualified replacement board members.

4) An at-large member of the Executive Committee may be elected to additional one-year

terms, but must either seek election to one of the officer positions of the Executive

Committee, or not seek another term, after having served three consecutive terms on the

Executive Committee as an at-large member.

5) The Executive Committee, by simple majority of members present, shall:

- Transact all business referred to it by the Board of Directors provided the action of the

committee shall not conflict with that of the Board.

- Act in emergencies between meetings of the Board of Directors.

- Take recommendations to the Board of Directors on matters of administration and policy.

- Make a full written report of each meeting of the Executive Committee for submission to the

Board of Directors for their approval.

- Have full responsibility for preparing a program for leadership training.

- Approve for Board consideration a proposed budget developed by the Executive Director.

The Board of Directors by vote shall ratify the actions of the Executive Committee.

8.2

Governance: Bylaws, Policies and Procedures

The Governance, Bylaws, Policies and Procedures Committee will be charged with overseeing

revisions and amendments to the Bylaws and the Policies and Procedures.

8.3

Financial/Development and Audit

8.3.1 Finance/Development

The Financial and Development Committee shall work with the Executive Committee

and the Staff to oversee the finances of the organization and to implement an appropriate

development program. They will assure that appropriate financial procedures are in place

and are implemented.

#### 8.3.2 Audit

The President shall appoint an Audit Committee of three (3) Pro Partners USA members, at

least one of whom shall be a Director. The committee is responsible for the Pro Partners USAng of an

independent CPA (Certified Public Accountant) auditor who will audit the corporation

books and prepare the report for presentation to the Audit Committee, then to the Board

of Directors. The Audit should be completed within 180 days following the fiscal year

end.

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## Nominating

A nominating committee will be composed of at least three members appointed by the

Board according to procedures adopted by the Pro Partners USA Board of Directors. At the

first full board meeting of the new year, with approval of the Board of Directors, the

President shall appoint the nominating committee. At least one of the current members

of the board shall serve on the nominating committee.

## Pro Partners USA Consumer Council

The Pro Partners USA Consumer Council will serve as a committee under the Board of

Directors. The Pro Partners USA Consumer Council shall include consumer representatives

from the nine regions of the state. (see Operating Procedures for the Pro Partners USA

Consumer Council in Appendix.)

## Tenure of Committees

All committee members shall serve until their successors are appointed. Ad Hoc Committees shall be appointed by the President with approval of the Board of Directors,

as the need arises, to carry out a specified task, at the completion of which it automatically ceases to exist. The President, with approval of the Board of Directors,

shall appoint members.

## Committee Meetings

- Committees will have a Chair and may have a Vice-Chair.
- Committees shall keep minutes of all committee meetings in order to make reports to  
the Board of Directors.
- Committee Chairs shall develop a notebook or report to pass on to their successors of  
projects accomplished, lessons learned, etc.

#### Guidelines for Requiring Board Approval of Committee Decisions

- Approval is required prior to spending money for major projects or if money has not  
already been budgeted.
- Approval is required when the committee first formulates its director or  
strategy for the  
year.
- Approval is required when there is a change in direction or strategy.

## 9. Board Operating Procedures

### 9.1

#### Board/Staff Relationships (Approved 4/16/11)

##### 9.1.1 Executive Director

a) An Executive Director may be employed by the Board of Directors and shall have responsibility for the oversight, daily operation, and management of the organization. Additionally, the Executive Director shall be responsible for the hiring, supervision and firing of staff, subject to approval by the Board of the

positions, salary range and benefits. Some positions that work directly with Board Committees should be hired in consultation with the Committees concerned.

b) The Executive Director shall exercise such authority and perform such duties as the Board of Directors, through the President, may assign to the Executive Director. The Executive Director develops recommendations and speaks for the organization as directed by the Board. The Executive Director reports to the President of Pro Partners USA, as well as to the full Board of Directors.

c) The Executive Director maintains close contact with the President and with the other Board members, as appropriate. There shall be an open line of communication between the Executive Director and the Pro Partners USA Board President. There should rarely be a situation that the Board President, as the ED's direct supervisor, cannot reach and speak with the Executive Director and vice versa. Such communication shall be facilitated whether through a cell phone, texting or a landline.

d) The Executive Director is required to seek advance approval from the PRO PARTNERS USA

Texas Board President for vacation leave. The Executive Director shall advise the Board President of taking sick leave as soon as reasonably possible upon becoming ill. The Board President shall approve vacation and sick leave upon reasonable notice in a reasonable manner, however any such leave shall be allowed in accordance with the best interests of Pro Partners USA and board policy.

e) In setting the compensation for the Executive Director, the Board, through

the Human Resources (HR) Committee, will employ non-profit industry best practices and existing compensation surveys in determining appropriate compensation for the Pro Partners USA executive director. The HR Committee will document its process for the full Board's review.

f) All contracts that will be binding upon Pro Partners USA must be co-signed by the Executive Director and the Pro Partners USA Board President. Exceptions are for contracts and expenditures for supplies under \$1000.

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g) Contracts shall be on a 'pay as you go' basis unless a different arrangement is approved in advance by the Board of Directors. (approved 9/11)

#### 9.1.2 Staff

a)

The liaison staff person to the Board is the Executive Director, or his or her designee. The Executive Director shall be available to consult with Board members

when fulfilling their board responsibilities. Although direct communication with other staff is common and important, it is essential that all board members recognize

that only the Executive Director reports directly to the board and that all other employees of Pro Partners USA report to the Executive Director. To support transparency, the Chief Financial Officer (CFO), or person acting in that capacity, while reporting to the Executive Director, works closely and regularly with the



Treasurer.

b)

Under the sole direction of the Executive Director, staff may be assigned to work with Committees. Committee chairs and other Board members should not direct

staff work, but should work collaboratively with staff to accomplish committee needs

and objectives. However, interns and contractors will work closely with the Committee Chairs and Vice-Chairs, as appropriate.

9.2

Board of Directors Meetings

9.2.1 Call for Meetings

The President, with the approval of the Board, shall set the calendar for the Board meetings. Written notice shall be mailed or sent electronically to each member of the

Board of Directors and each Affiliate not less than thirty (30) days prior to the meeting.

Meetings of the directors or committees may be held by teleconferencing, provided that

all the members participating can hear and speak to each other simultaneously.

9.2.2 Frequency of Meetings

The Board of Directors shall meet at least twice a year (but generally on a quarterly basis)

at such time and place as the Board of Directors selects. The first Board of Directors

meeting of the fiscal year shall be held no later than forty-five (45) days after the annual

meeting.

### 9.2.3 Special Meetings

Special meetings may be called by the President or by written request of at least five (5)

Directors. Written notice shall be mailed to each member of the Board of Directors and

each Affiliate or sent electronically not less than thirty (30) days prior to the meeting. The

time, place, and purpose of the meeting shall be stated in the notice.

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### 9.2.4 Travel and Lodging Arrangements

To the extent possible, lodging and travel expenses may be paid by Pro Partners USA for all

Board members for Board meetings, except for the annual meeting. The Pro Partners USA

office staff may arrange for the lodging and airfare, as appropriate.

### 9.2.5 Reimbursement Policy

To the extent possible, expenses for Board meetings will be reimbursed to Board members at a rate determined by the Board of Directors.

### 9.2.6 Notification of Attendance

Board members are required to confirm attendance at each Board meeting. Any Director

who has two (2) absences from scheduled Board of Directors meetings within a twelve

(12) month period and who has not notified and been excused by the President prior to

the meeting shall be removed from office.

#### 9.2.7 Board Agenda

A published agenda shall be the order of business for all Board of Directors meetings.

#### 9.2.8 Action, Motions, and Reports

Action and motions for action should follow committee reports and recommendations.

Motions coming to the board are to come through the Committee process and are to be

presented by Committee chairs. Motions made by board members independent of

committee action may be viewed by the president as out of order, and referred to an

appropriate committee for action.

All committee reports should be submitted to the secretary in written form no later than

two weeks following the board meeting. Committee reports will clearly differentiate

items which are "information only" from those recommended for board action.

#### 9.2.9 Minutes

The Secretary shall keep an accurate contemporaneous record of the proceedings and

business transactions at all meetings of the Pro Partners USA membership, of the PRO PARTNERS USA

Texas Board of Directors, and Executive Committee meetings. The Secretary shall mail

or submit to each Director, within thirty (30) days, a draft of the minutes of each meeting.

Minutes shall be corrected and accepted at the next meeting, with the final copy distributed to the Affiliates and posted on the Pro Partners USA website and to PRO PARTNERS USA

national. Pro Partners USA shall keep minutes of proceedings of its Board of Directors and

committees having any of the authority of the Board of Directors.

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9.2.10

Quorum

A simple majority of the voting members of the Board of Directors shall constitute a

quorum for the purpose of conducting the business of the organization; and a majority of

those present shall have power to act in all matters, except as specifically provided to the

contrary elsewhere in these Bylaws, provided, however, that no real estate of the

corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by not less than a majority of the Board of Directors.

#### 9.2.11 Executive Session/Closed Meetings

The board may go into Executive Session by majority vote, or on the call of the president,

for special circumstances as described in Roberts' Rules of Order. There are two times

when the meeting should always be closed: when an issue is being discussed related to

personnel, or if the issue is anything that could potentially harm the organization. In a

closed meeting, only motions and their votes are recorded. The President has the liberty

to call the meeting into Executive Session, or to close the meeting, at any time.

The same rules apply for calling an open or closed meeting. Any Board member may

request a closed meeting. The contents of a closed meeting are always confidential.

There is no need for a formal agenda; however, the caller of the meeting should always

inform the members what the subject matter will be.

### 10. Pro Partners USA Record Retention Policy

(Approved 3/18/09)

#### 10.1

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#### GENERAL POLICY STATEMENT

The purpose of this policy statement is to allow the Pro Partners USA to identify, retain, store,

and dispose of the organization's records in an appropriate, legally sound, and orderly manner.

Except as otherwise indicated, documents shall be retained for the number of years

indicated in Part B.

Irrespective of the retention periods specified in Part B, upon (i) receiving notice of a

lawsuit, government investigation, or other legal action against or involving the organization, or (ii) learning of circumstances likely to give rise to such an action,

proceeding or investigation, all documents in any way relating to such matter shall be

preserved and safeguarded.

No officer, director, employee, agent or member of the organization shall knowingly

destroy a document with the intent to obstruct or influence the investigation or proper

administration of any matter within the jurisdiction of any government department or

agency or in relation to or contemplation of any such matter.

Employees are expected to utilize documentation practices as trained and are required to

comply with the documentation standards outlined in this policy. Failure to do so could

result in disciplinary action, up to and including termination of employment. Employees

with questions about this policy should consult with management or seek legal advice.

The Organization will maintain accurate and high-quality records electronically or in

local, damage-proof storage for the duration of the time periods provided for in this

policy. Once any such time period is complete, the records are to be destroyed.

Documents maintained solely in electronic format will be scanned and retained in highly

organized electronic folders on the organization 's network in accordance with this

schedule.

The organization is to maintain complete, accurate and high-quality records in local,

damage-proof storage for the duration of the time periods provided for in this policy, any

such time period is complete, the records are to be destroyed.

The organization's Executive Director shall be responsible for authorizing, overseeing,

and ensuring that records are destroyed pursuant to this policy.

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10.2 RECORD RETENTION GUIDELINES

10.2.1

Type of Record

General Corporate Records

Articles of Incorporation and amendments thereto

Retention Period

Bylaws

Permanently

Permanently

Meeting Minutes

Patents, trademark registrations, copyright registrations

Permanently

Permanently

Property records (including leases, deeds, easements, rights of way,

appraisals, costs, depreciation reserves, blueprints, plans, end-of-year



trial balances, tax records)

Permanently

Membership ballots

3 years following the applicable

vote

Membership applications

Correspondence relating to member discipline matters

Membership term, plus 1 year

Membership term, plus 5 years

Contracts

3 years

10.2.2

Type of Record

Accounting, Finance and Tax Records

Income tax returns and filings

Retention Period

Audit reports of accountants

Permanently

Permanently

Cash books

Charts of accounts

Permanently

Permanently

Federal and state tax bills and statements

Schedules, ledgers and other supporting documentation for financial statements and tax forms

3 years

7 years

Bank reconciliations

Checking records, including account statements, check register

3 years

3 years

Social security tax records

Accounts Receivable and payable

7 years

7 years

End-of-year financial statements

Budget data

Permanently

3 years

Banking records, including deposit and withdrawal records, bank statements

7 years

Expense accounts, approvals, petty cash records

Invoices to members, customers and vendors

3 years

7 years

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10.2.3

Type of Record

Personnel Records and Payroll Documents

Retention Period

Resumes/applications and related employment materials, including background checks, letters of reference and related documents:

For applicants not hired

For employees

2 years

Employment term, plus 4 years

I-9 Forms

Active employees

Terminated employees

Employment term

Employment term, plus the later of 3 years from date of hire or 1 year following termination of employment.

Compensation, job history and timekeeping records

FMLA/USERRA and related leave records

Employment term, plus 4 years

Employment term, plus 4 years

Performance appraisal/disciplinary action records

Benefit records

Employment term, plus 4 years

Employment term, plus 6 years

Records related to disputed issues involving external agencies or parties, wage charge or suit hour investigation by DOL, EEOC charge, arbitrations, court actions, etc

Employment term, plus 4 years

Records of accommodation to any disabled employee requesting such accommodation

Employment term, plus 4 years

Records of any sexual harassment complaints and the investigations and actions taken in response

Employment term, plus 4 years

OSHA & employee safety records

Workers Compensation claims

Employment term, plus 5 years

30 years after date of injury/illness

10.2.4

Type of Record

Insurance

Insurance records

Retention Period

Accident reports

Permanently

7 years

Appraisals

Worker compensation claims

7 years

7 years

Unemployment insurance

7 years

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10.2.5 Education (Adopted 4/23/2019)

Type of Record

Retention Period

5 years

Continuing Education Units (CEUs) for Social

Workers (LBSW, LMSW, LCSW), Professional

Counselors (LPC) and Educators

Original documents of names of all presenters,

complete course descriptions and objectives,

teaching methods, attendance sign-in sheets

for each course, sample certificates of attendance, and evaluation documents from each participant for the specific experience

#### Education Program Documentation

- Affiliate Training documents
- Affiliate Class documents
- End of Year Education Reports
- Yearly Excel sheet of program leaders

3 years

2 years

5 years

2 years

#### 11. Pro Partners USA Independent Audit Policy

(Adopted as amended 4/23/2019)

It is the policy of Pro Partners USA to contract with the CPA firm selected by the Board's Audit

Committee to annually audit the organization. Such contract shall normally not exceed five

years.

At the end of this period the organization's Audit Committee, with the assistance of staff, will

interview a minimum of three CPA firms specializing in auditing not-for-profit organizations and

make a recommendation to the Board of Directors for final selection and approval. Additionally,

the contract awarding the audit to the CPA firm for up to a five-year period will have a clause

allowing the organization to contract with another firm before the end of the contract period if

the current firm provides unsatisfactory service or if the financial condition of the organization

prohibits the expense of a full audit.

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12.Code of Ethics for Pro Partners USA Board of Directors

(Adopted as amended 1/17/2009)

12.1

Statement of Commitment

In establishing policy for and on behalf of Pro Partners USA's members, I understand I am a

custodian in trust of the assets of the organization. The members recognize the need for

competent and committed elected board members to serve the organization and have put their

trust in my sincerity and abilities. In return, the members deserve my utmost effort, dedication,

and support.

Therefore, as a board member/director of Pro Partners USA, I acknowledge and commit that I will

observe the highest standard of ethics and conduct as I devote my best efforts, skills and

resources in the interest of Pro Partners USA and its members. I will perform my duties as board

member/director in such a manner that members' confidence and trust in the integrity, objectivity

and impartiality of Pro Partners USA are conserved and enhanced. To do otherwise would be a

breach of the trust which the membership has bestowed upon me.

12.2

### Guiding Principles

Pro Partners USA believes strongly that its members must uphold the highest standards of

ethical, professional behavior.

- To hold paramount the safety, health, and welfare of the public in the performance of professional duties.
- To act in such a manner as to uphold and enhance personal and professional honor, integrity, and dignity of the profession.
- To treat with respect and consideration all persons, regardless of race, religion, gender, abilities, age, or national origin.
- To engage in carrying out the Pro Partners USA mission in a professional manner.
- To collaborate with and support other professionals in carrying out the Pro Partners USA



mission.

- To build professional reputations on the merit of services and refrain from competing unfairly with others.

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### 12.3 Board Member Standards

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.

To become familiar with and committed to the major responsibilities of a governing board

- a) Setting mission and purposes
- b) Appointing the chief executive
- c) Supporting the chief executive
- d) Monitoring the chief executive's performance
- e) Assessing Board performance

- f) Insisting on strategic planning
- g) Reviewing educational and public-service programs
- h) Ensuring adequate resources
- i) Ensuring good management
- j) Preserving institutional independence
- k) Relating to the community
- l) Serving as court of appeals

To support the Pro Partners USA fund-raising efforts through personal giving in accordance with one's means (to both annual funds and capital drives), and to be willing to

share in the solicitation of others.

To devote time to learn how Pro Partners USA functions—its uniqueness, strengths, and needs, its place in the industry.

To carefully prepare for, regularly attend, and actively participate in board meetings and committee assignments.

To accept and abide by the legal and fiscal responsibilities of the board as specified by institutional charter, bylaws, and state statutes and regulations.

To vote according to one's individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the board and work with fellow board members in a spirit of cooperation. To recognize that the board chair alone speaks for the board.

To maintain the confidential nature of board deliberations and to avoid acting as spokesperson for the entire board unless specifically authorized to do so.

To understand the role of the board as a policy-making body and to avoid

participation in administration policy.

To learn and consistently to use designated institutional channels when conducting board

business (e.g., responding to staff and volunteer grievances, responding to inquiries

concerning the status of a chief executive search, etc.)

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10. To comply with conflict-of-interest policy and disclosure developed by the board.

11. To refrain from actions and involvement that might prove embarrassing to the

organization, and to resign if such actions or involvement develop.

12. To make judgments always on the basis of what is best for the organization as a whole.

12.4

Representing the Organization

As part of my duties as a board member, I represent the organization informally and formally to

other associations, societies, government officials, and business representatives. I recognize that

it is important that I represent the organization in such a way as to leave others with a positive

impression of the organization. In my duties I will preserve and enhance the good reputation of

the organization and will avoid behavior which might damage its image.

12.5

#### Interpretation

The president of the organization shall ensure that the practice of this policy will be fair, just, and

equitable in all situations of interpretation and application.

12.6

#### Delegation and Penalties

Should the president be the subject of a written complaint, the vice president shall perform the

duties normally assigned to the president in this matter.

Penalties imposed for breach of the code of ethics may include, but are not limited to, the

following:

- Excluding the director from portions of all future meetings and discussions which relate to

the stated conflict of interest, and/or

- Censure of the director, in private, in public, or both, and/or

- Removal of the director from office by a resolution passed by a vote of two-thirds of the

Board of Directors.

I have read and I accept the Pro Partners USA Code of Ethics for Board Members

---

Signature of Director or Nominee

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13.

13.1

Pro Partners USA Conflict of Interest Policy

(Adopted as amended, 1/17/2009)

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (PRO PARTNERS USA

Texas) interest when it is contemplating entering into a transaction or arrangement that might

benefit the private interest of an officer or director of Pro Partners USA or might result in a possible

excess benefit transaction. This policy is intended to supplement but not replace any applicable

state and federal laws governing conflict of interest applicable to nonprofit and charitable

organizations.

13.2

Definitions

13.2.1

Interested Person

Any director, principal officer, or member of a committee with governing board delegated

powers, who has a direct or indirect financial interest, as defined below, is an interested

person.

### 13.2.2

#### Financial Interest

A. A person has a financial interest if the person has, directly or indirectly, through

business, investment, or family:

- An ownership or investment interest in any entity with which Pro Partners USA has a

transaction or arrangement,

- A compensation arrangement with Pro Partners USA or with any entity or individual with

which Pro Partners USA has a transaction or arrangement, or

- A potential ownership or investment interest in, or compensation arrangement with,

any entity or individual with which Pro Partners USA is negotiating a transaction or

arrangement. Compensation includes direct and indirect remuneration as well as gifts

or favors that are not insubstantial.

B.

C.

A financial interest is not necessarily a conflict of interest.

A voting board member will declare any conflict of interest, be it real, potential, or

apparent, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting.

The following activities are considered by Pro Partners USA to be conflicts of interest, but that

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conflicts of interest are not limited to the following situations:

1.#

#

2.

3.

4.

5.

6.#

7.

13.3

where#a#director#makes#a#decision#or#does#an#act#motivated#by#other#or#

additional#considerations#than#“the#best#interests#of#PRO PARTNERS

USA#Texas”###

where a director personally contracts with Pro Partners USA or where he/she is a director

of other organizations which are contracting with this organization

where a director learns of an opportunity for profit which may be valuable to him/her

personally or to another organization of which he/she is a member, or to other

persons known to the director

where a director, in any circumstance as related to Pro Partners USA, puts his/her personal interests ahead of the best interests of Pro Partners USA

where a voting member of the governing board who receives compensation, directly

or indirectly, from Pro Partners USA for services is precluded from voting on matters

pertaining to that member's compensation

where a voting member of any committee whose jurisdiction includes compensation

matters and who receives compensation, directly or indirectly, from Pro Partners USA for

services is precluded from voting on matters pertaining to that member's compensation.

where any voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly

or indirectly, from Pro Partners USA, either individually or collectively, is prohibited

from providing information to any committee regarding compensation.

Procedures

13.3.1

Duty to Disclose

A. In connection with any actual or possible conflict of interest, an interested person



must disclose the existence of the interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Disclosure involving directors should be made to the board chair, who shall bring

these matters, if material, to the board.

C. Disclosure in Pro Partners USA should be made to the chief executive (or if she or he is

the one with the conflict, then to the board chair), who shall determine whether a

conflict exists and is material, and if the matters are material, bring them to the attention of the board chair.

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13.3.2

Determining Whether a Conflict of Interest Exists

After disclosure of the interest and all material facts, and after any discussion with the

interested person, he/she shall leave the governing board or committee meeting while the

determination of a conflict of interest is discussed and voted upon. The board shall

determine whether a conflict exists and is material, and in the presence of an existing

material conflict, whether the contemplated transaction may be authorized as just, fair, and

reasonable to Pro Partners USA. The decision of the board on these matters will rest in their

sole discretion, and their concern must be the welfare of Pro Partners USA and the

advancement of its purpose and will be documented in the minutes.

### 13.3.3

#### Procedures for Addressing the Conflict of Interest

A. An interested person may make a presentation at the governing board or committee

meeting, but after the presentation, he/she shall leave the meeting during the discussion

of, and the vote on, the transaction or arrangement involving the possible conflict of

interest.

B. The chairperson of the governing board or committee shall, if appropriate, appoint a

disinterested person or committee to investigate alternatives to the proposed transaction

or arrangement.

C. After exercising due diligence, the governing board or committee shall determine

whether Pro Partners USA can obtain with reasonable efforts a more advantageous

transaction or arrangement from a person or entity that would not give rise to a conflict

of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under

circumstances not producing a conflict of interest, the governing board or committee

shall determine by a majority vote of the disinterested directors whether the transaction

or arrangement is in Pro Partners USA's best interest, for its own benefit, and whether it is

fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 13.3.4 Violations of the Conflicts of Interest Policy

A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board

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or committee determines the member has failed to disclose an actual

or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### 13.3.5 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall

contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of

interest was present, and the governing board's or committee's decision as to whether

a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives

to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### 13.3.6 Annual Statements

Each director, principal officer and member of a committee with governing board delegated

powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and

- Understands Pro Partners USA is charitable and in order to maintain its federal tax

exemption it must engage primarily in activities which accomplish one or more of its

tax-exempt purposes.

#### 13.3.7 Periodic Reviews

To ensure Pro Partners USA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status,

periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the

following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

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- Whether partnerships, joint ventures, and arrangements with management organizations conform to Pro Partners USA's written policies, are properly recorded,

reflect reasonable investment or payments for goods and services, further charitable

purposes and do not result in inurement, impermissible private benefit or in an excess

benefit transaction.

### 13.3.8 Use of Outside Experts

When conducting the periodic reviews, Pro Partners USA may, but need not, use outside advisors.

If outside experts are used, their use shall not relieve the governing board of its responsibility

for ensuring periodic reviews are conducted.

## 13.4

Pro Partners USA Board of Directors

Conflict-of-Interest Disclosure Statement

Conflicts can arise from many ordinary and appropriate activities; the existence of a conflict

does not imply wrongdoing on anyone's part. But when conflicts do arise, they must be

recognized and disclosed, and then eliminated or appropriately managed. Some relationships

may create an appearance of conflict; those too, are important to eliminate or manage so that

we may maintain public confidence in the integrity of our activities.

Name:

Last name\_\_\_\_\_ First name\_\_\_\_\_ Middle name:\_\_\_\_\_

Home Address:

Street:\_\_\_\_\_ City:\_\_\_\_\_ State: \_\_\_\_ ZIP: \_\_\_\_\_

Phone Numbers:      E-mail: \_\_\_\_\_

Day time: \_\_\_\_\_

Evening: \_\_\_\_\_

Cell: \_\_\_\_\_

AREAS IN WHICH CONFLICT MAY ARISE: Conflicts of interest may arise in the relations

of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to Pro Partners USA
2. Persons and firms from whom Pro Partners USA leases property and equipment
3. Persons and firms with whom Pro Partners USA is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
4. Competing or affinity organizations
5. Donors and others supporting Pro Partners USA
6. Agencies, organizations, and associations that affect the operations of Pro Partners USA
7. Family members, friends, and other employees

NATURE OF CONFLICTING INTEREST: A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned above.

Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing

with Pro Partners USA

2. Holding office, serving on the board, participating in management, or being otherwise

employed (or formerly employed) in any third party dealing with Pro Partners USA

3. Receiving remuneration for services with respect to individual transactions involving

Pro Partners USA

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4. Using Pro Partners USA's time, personnel, equipment, supplies, or good will for other than

Pro Partners USA approved activities, programs, and purposes

5. Receiving personal gifts or loans from third parties dealing with Pro Partners USA. Receipt

of any gift is disapproved except gifts of nominal value that could not be refused without

discourtesy. No personal gift of money should ever be accepted.

Under this policy, do you have any potential or perceived conflicts of interest to disclose?

! No, I have no potential or perceived conflicts of interest to disclose.

! Yes, I have the following potential or perceived conflicts of interest to disclose:

Conflict-of-Interest Disclosure Statement

NAME: \_\_\_\_\_

Please initial in the space at the end of Item A or complete and initial Item B, whichever is

appropriate, complete Item C, and sign and date the statement and return it to the board chair.



A. I am not aware of any relationship or interest or situation involving my family or myself

that might result in, or give the appearance of being, a conflict of interest between such

family member or me on one hand and Pro Partners USA on the other.

\_\_\_\_\_ (initials)

B. The following are relationships, interests, or situations involving me or a member of my

family that I consider might result in or appear to be an actual, apparent or potential conflict

of interest between such family members or myself on one hand and Pro Partners USA on the

other; \_\_\_\_\_ (initials)

• For-profit corporate directorships, positions, and employment:

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

• Nonprofit trusteeships of positions:

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

• Memberships in the following organizations:

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

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- Contracts, business activities, and investments with or in the following organizations:

---

---

- Other relationships and activities:

---

---

C.

My primary business or occupation at this time:

---

I have read and understand Pro Partners USA's conflict-of-interest policy and agree to be bound by it.

I will promptly inform the board chair of PRO PARTNERS USA of any material change that develops in the

information contained in the foregoing statement.

---

Type/print name

Signature

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Date

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14.

## Pro Partners USA Whistle Blower Policy

(Approved 12/08)

It is the policy of Pro Partners USA that employees, volunteers or other public stakeholders have an

open opportunity to bring to the attention of Pro Partners USA governance, allegations of wrongdoing

or malfeasance on the part of Pro Partners USA staff, its officers, employees, and independent

contractors. This includes but is not limited to violations of law, gross waste of Pro Partners USA

funds or property, or abuse or neglect of fiduciary duty. Not by way of elimination but by way

of explanation, these allegations will usually fall into the following categories:

- Commission of criminal offences
- Instances of regulatory non-compliance
- Issues of probity and propriety, e.g. fraud, theft, bribery, corruption and embezzlement

Retaliation towards those who report such allegations will not be tolerated.

Those who retaliate,

interfere with investigations, or destroy or conceal evidence will be subject to immediate

disciplinary actions to the full extent of the law.

Employees, who willfully file complaints based upon information known by the employee

making the allegations to be false or misrepresented, will be subject to disciplinary action or

other remedies of law.

## 14.1

### Procedures for Whistle Blower Complaints and Complaints of Retaliation

The Chairman of the Pro Partners USA Audit and Finance Committee shall receive allegations

pursuant to the provisions of this policy. Reports of alleged wrongdoing, should be submitted in

writing, and include a verifiable name, address, and telephone number of the reporter to the

Chairman of the Pro Partners USA Audit and Finance Committee. Reports or allegations submitted

anonymously may or may not be investigated.

The Chairman of the Pro Partners USA Audit and Finance Committee or his/her designee will

conduct an investigation of the complaint. Referrals shall be made to the appropriate law

enforcement agencies when there is reason to believe that a crime may have been committed.

Investigations will be conducted promptly and a written report with investigative findings and

conclusions shall be sent to the Pro Partners USA Board of Directors within ninety (90) days of the

date on which the allegations were received.

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An employee or applicant who believes that retaliation prohibited by this policy has occurred

must, within sixty (60) days after the alleged prohibited action has taken place, file a complaint

with the Chairman of the Pro Partners USA Audit and Finance Committee.

Each report of retaliation will follow the same investigative policy rule as outlined above.

A prompt investigation will be conducted and a written report will be sent to the PRO PARTNERS USA Board of

Directors within ninety (90) days of the date on which the allegations were received. The Board

of Directors will take appropriate action on the report's recommendations.

In the event that the matter falls within the jurisdiction of the Pro Partners USA Equal Employment

Opportunity grievance procedure, and is not the result of the reporting of wrongdoing, the matter

will be referred to the Human Resources Director for appropriate action.

This policy is not to be substituted or used in place of other Pro Partners USA personnel policies for

personnel matters other than those described above.

This policy is to be included within the Employee's Handbook; each employee is required to

read and sign it annually.

15.

15.1

Guidelines for Business Support Relationships

(Approved 6/16/09; amended 4/16/11))

## Introduction

Pro Partners USA enters into relationships with corporations, other businesses and professional

associations to provide meaningful mission-related benefits to its members, homelessness

professionals and the general public. Benefits include health education, information, disease

awareness, advocacy and resources.

Pro Partners USA seeks and secures such direct and in-kind financial support in order to fund

programs and services. Some of these funders are pharmaceutical, managed behavioral

healthcare, other health related businesses or associations that make products or offer

services used by people with mental illness or the professionals who serve them.

Pro Partners USA

believes it is not only ethically sound but also equitable to engage such support of

Pro Partners USA programs designed to benefit people with mental illness, so long as such

relationships do not compromise or otherwise inappropriately influence the policies and

operations of Pro Partners USA.

Pro Partners USA is committed to avoiding conflicts of interest or the appearance of conflicts of

interest in all of its relationships, including those with any corporate, other business or

professional association funders. Therefore, the Pro Partners USA Board of Directors has determined

that accepting such support, as well as Pro Partners USA' relationship to these donors, shall be

guided by the principles provided under the following sections of these Policies and Procedures.

## 15.2

### Definition of Acceptable Business Support Relationships

The following terms help to define the nature of corporate, other business, or professional

association relationships and acceptable forms of such relationships:

#### 15.2.1

##### Sponsorships

A “sponsorship” is a corporate, other business or professional association funder that

provides unrestricted educational grants of financial or in-kind support for a specific

Pro Partners USA activity or program that could include peer support, education, research,

awareness, and fundraising. Typically, a sponsorship provides for recognition of the

entity providing the support.

#### 15.2.2

##### Strategic Alliance

A “strategic alliance” is an agreed-upon relationship between Pro Partners USA and a

corporate, other business or professional association sponsor to carry out Pro Partners USA'

defined goals. Under no circumstance may the funder implicitly or explicitly use such an

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alliance as an endorsement of their products or services. (An example would be where

Pro Partners USA provides a health education message or service that is delivered or supported

by a company or association where the purpose is to improve health information, awareness and outcomes related to mental illness.)

15.2.3

Cause Marketing

"Cause marketing" is where a corporate, other business or professional association

sponsor supports Pro Partners USA or a particular cause formally supported by Pro Partners USA by

providing unrestricted financial donations, in-kind assistance or other resources. The

sponsor may gain public recognition for such public support of Pro Partners USA, but may not

tie this support to any commercial return or other financial benefit to the sponsor.

15.2.4



## Excluded Activity

Pro Partners USA shall not engage in the following types of relationships with corporate, other

business or professional association funders:

- Endorsement

Pro Partners USA will not endorse, license, certify, or in any way imply support for any

sponsor's product, service or program, including recognizing or certifying the quality

or standards of any particular product, service, or program.

- Product Association

Pro Partners USA' name and logo may not be associated with specific branded products.

References to the Pro Partners USA website, phone number or address for the purposes of

referral to Pro Partners USA may be permitted with Pro Partners USA written approval.

15.3

## Guiding Principles for Corporate Relationships

- Pro Partners USA shall at all times maintain an independent position on issues affecting the

welfare of people with mental illness. The potential effect of such positions on the

commercial interests of any sponsor shall not be a relevant factor in the Pro Partners USA

decision-making process.

- Pro Partners USA will solicit and accept support only for projects and activities that are

consistent with its mission.

- Pro Partners USA will accept funds for projects relating to the communication of information

only when it has final editorial approval over content and distribution.

- Pro Partners USA will neither endorse nor accept conditions that allow the perception that

Pro Partners USA endorses any products, devices, treatments or services Pro Partners USA may

require a disclaimer explicitly stating this policy be included in any publication.

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- Pro Partners USA will accept support for projects or programs only with assurances that the

privacy of people with mental illness and their families will be protected, including

requiring specific, prior written permission in order to waive such privacy.

- Pro Partners USA will accept support for professional meetings and symposia only when the

program content and selection of speakers are approved by Pro Partners USA or an

independent body designated for that purpose by Pro Partners USA.

- Pro Partners USA shall, at all times, maintain complete control and sole discretion over all

funds received.

- Pro Partners USA will ensure that programs for which it accepts funding do not adversely

affect the Pro Partners USA nonprofit, tax-exempt status.

- The use of the PRO PARTNERS USA and Pro Partners USA name and logo in any print, electronic or other

form not produced by PRO PARTNERS USA and Pro Partners USA is not permitted without specific, prior

written permission.

- Corporate, other business and professional association sponsors, as well as their agents,

vendors and trade associations, are expected to work collaboratively with PRO PARTNERS USA's

national office on issues directly affecting Pro Partners USA and local affiliates.

- Pro Partners USA retains sole discretion with regard to how the support it receives in the form

of educational grants or in-kind gifts from corporate, other business or professional

association sponsors will be applied, invested or expended.

- Pro Partners USA will not accept any funding from any source with the expectation of

formally adopting any policy from that source.

15.4

#### Affirmative Disclosure

Pro Partners USA will, unless otherwise prohibited by law, disclose the sources of financial support it

receives from corporations, other businesses and professional associations as listed in the annual

filing of IRS Form 990, which will be posted on the Pro Partners USA Web site. The completed 990

will also be distributed to the Pro Partners USA Board of Directors.

Other Pro Partners USA financial documents, such as Form 1023, Form 990-T, the Conflict of

Interest Policy, and other governing and financial records will be available upon request.

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16. Financial Policies and Procedures

16.1 Accounting Policies and Procedures (Approved 5/19/09)

The board has officially adopted the following portal link as a resource for accounting policies

and procedures for Pro Partners USA:

[http://managementhelp.org/finance/np\\_fnce/np\\_fnce.htm](http://managementhelp.org/finance/np_fnce/np_fnce.htm)

16.2 Financial

16.2.1

Fiscal

- The fiscal year for Pro Partners USA shall begin on the first day of January and end on the

last day of December.

- The Executive Director shall prepare an annual operating budget draft for review by

the Executive Committee. Upon review, the proposed budget shall be submitted to the

Board of Directors for approval prior to or at the first meeting of the Board held in the

budget year.

- Pro Partners USA shall publish an annual report of activities to include prior year fiscal

information and programmatic results. (Texas Business Organizations Code, Title 2,

Chapter 22, Sec 22.352- Financial Records and Annual reports) .

16.2.2

16.2.3

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Contracts

The Board of Directors may authorize any two (2) Officers or agents of PRO PARTNERS USA

Texas, in addition to the Officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Pro Partners USA; and such authority may be general or confined to specific instances.

Contracts shall be on a ‘pay as you go’ basis unless a different arrangement is approved in advance by the Board of Directors. (approved 9/11)

Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences

of indebtedness issued in the name of Pro Partners USA shall be signed by such Officer or Officers, agent or agents of Pro Partners USA, and in such manner as shall

from time to time be determined by resolution of the Board of Directors.

Payments should not exceed forty-five (45) days of due date.

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16.2.4

16.2.5

16.2.6

16.3

Deposits

All funds of Pro Partners USA shall be timely deposited to the credit of Pro Partners USA

in such bank, trust companies, or other depositories as the Board of Directors may

select.

Contributions

The Board of Directors may accept on behalf of Pro Partners USA any contribution,

gift, bequest, or devise for the general purpose or for any special purpose of

Pro Partners USA, according to the procedures outlined in the Policies and Procedures.

Any contribution, gift, bequest, or donation shall be placed in Pro Partners USA

General Funds, unless otherwise stipulated, and shall be dispersed by PRO PARTNERS USA

Texas through normal budget authorizations.

Loans to Directors and Officers

Pro Partners USA shall not lend any money or property to or guarantee the obligation

of any director or officer without the approval of the Texas Attorney General;

except, however, that Pro Partners USA may advance money or property to a director

or officer of Pro Partners USA for activities or expenses reasonably anticipated to be

incurred in the performance of his or her duties if that director or officer would be

entitled to reimbursement for such expenses of Pro Partners USA. (Texas Business Organizations Code, Chapter 22, Sec 22.25).

Gift Acceptance

16.3.1

Purpose

This Board policy serves as a guideline to staff involved with accepting gifts, to outside advisors who assist in the gift planning process, and to prospective donors

who wish to make gifts to Pro Partners USA. This policy is intended only as a guide

and allows for some flexibility on a case-by-case basis.

16.3.2

Cash

" All gifts by check shall be accepted by Pro Partners USA regardless of amount.

" Checks shall be made payable to Pro Partners USA. In no event shall a check be made payable to an individual who represents Pro Partners USA.

### 16.3.3

#### Publicly Traded Securities

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" Readily marketable securities, such as those traded on a stock exchange, can be accepted by Pro Partners USA.

" For Pro Partners USA gift crediting purposes, the value of the gift is the median of the high and low prices on the date of the gift.

" Unless there are compelling reasons to the contrary, gifted securities will be sold immediately upon receipt.

### 16.3.4

### 16.3.5

### 16.3.6

#### Closely Held Securities

" Non-publicly traded securities may be accepted after consultation with Pro Partners USA' Accounting Department and appropriate attorneys.

" Prior to acceptance, Pro Partners USA shall explore methods of liquidation of the securities through redemption or sale. A representative of Pro Partners USA shall attempt to contact the closely held corporation to



determine: an estimate of the fair market value, and/or whether there are any restrictions to transfer.

#### Life Insurance

PRO PARTNERS USA will accept life insurance policies as gifts only when Pro Partners USA

is named as a specific beneficiary of the policy.

#### Gifts of Tangible Personal Property

" Gifts of tangible personal property to Pro Partners USA should have a use related to Pro Partners USA' exempt purpose.

" Gifts of jewelry, artwork, collections, equipment, and software shall be accepted after approval by the Board of Directors and appropriate staff.

" Such gifts of tangible personal property defined above shall be used by or sold for the benefit of Pro Partners USA.

" No property which requires special display facilities or security measures shall be accepted by Pro Partners USA without consultation with the Board of Directors.

" Depending upon the anticipated value of the gift, Pro Partners USA shall have a qualified outside appraiser value the gift before accepting it.

" Pro Partners USA adheres to all IRS requirements related to disposing gifts of tangible personal property and filing appropriate forms.

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### 16.3.7

#### Bequests

Assets transferred through bequests that have immediate value to PRO PARTNERS USA

Texas or can be liquidated shall be encouraged. Gifts that appear to require more cost than benefit shall be discouraged or declined.

### 16.4 In Kind Gift Policy (Approved 8/18/09)

It is the policy of Pro Partners USA to accept donations of goods and services that help fulfill the

organization's goal to create or encourage events that focus on homelessness educational support

and advocacy, for consumers, family members, and communities throughout Texas.

#### 16.4.1

##### Purpose

The purpose of this policy is to establish procedures for the acceptance, recording and

acknowledgement of the donation of goods and services to Pro Partners USA.

#### 16.4.2

##### Definition

A Gift In-Kind is a voluntary contribution of goods and services that can be used to

advance the goals of Pro Partners USA. Note: Individual donors should consult their personal

legal and financial advisors to determine if the in-kind gift is tax-deductible.

### 16.4.3

#### Restrictions on Gifts

Pro Partners USA will accept unrestricted gifts, and gifts for specific programs and purposes,

provided that such gifts are consistent with its stated mission, purposes, and priorities.

Pro Partners USA reserves the right to determine whether or not it will accept a gift and may

consider, among other criteria, whether the terms, conditions or purpose of a gift are

consistent with state or federal law, or with Pro Partners USA policy or mission. (Simply,

Pro Partners USA is a subsidiary of PRO PARTNERS USA National, which is the Organization under whose

umbrella we operate.) All final decisions on the acceptance of the gift shall be made by

Pro Partners USA, subject to PRO PARTNERS USA National for oversight as needed. Pro Partners USA also

reserves the right to redirect the gift to another non-profit organization if deemed more

appropriate.

### 16.4.4

#### Acceptance Policy

The donor of an in-kind gift is responsible for providing written proof of the fair market

value of the gift and the donor must fully complete the Pro Partners USA Gift-In-Kind

Acceptance Form.

For gifts equal to or over \$5,000 in fair market value, the donor must provide a qualified

appraisal of the gift and must submit Internal Revenue Service form 8283 to the organization for completion and subsequent return to the donor. The Pro Partners USA

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Executive Director and the Pro Partners USA Treasurer are the only individuals authorized to

sign IRS form 8283.

For gifts with a fair market value of less than \$5000, if written documentation to establish

the value of the gift is not provided by the donor, the gift will not be recorded in the

organization's accounting records as an asset. However, gifts of this nature will be

recorded in a separate database for other reporting purposes, as deemed necessary by the

Executive Director.

Pro Partners USA will enter the gift into its accounting records once the Gift-In-Kind

Acceptance Form and all backup paperwork have been submitted. The organization will

issue an acknowledgement to the donor that contains a description of the contribution but

will not include a statement as to the value of the contribution unless proper valuation is

determined in writing.

The acknowledgement will also contain a statement as to what, if any, goods or services

were given in exchange for the contribution. Pro Partners USA will not issue an acknowledgement for gifts that cannot be used. Examples might include outdated computer equipment or unusable office supplies. If the Gift-In-Kind is a vehicle, before

Pro Partners USA can accept the gift, the organization must first deem the vehicle acceptable

for use. In addition, individuals donating vehicles must furnish an IRS Form W-9 and a

copy of the vehicle title to Pro Partners USA.

In-kind gifts of professional services are gratefully received. Those services must represent the donor's personal or organizational expertise and be outside the general

volunteer duties and responsibilities assumed by members of Pro Partners USA, and its

Organizing Committee(s). Legal, auditing, computer-related or trade related services will

be accepted at no more than the fair market value for each billable hour. An itemized

invoice would serve as appropriate documentation in this instance. The Executive

Director and Treasurer will determine whether donated time by professionals should be

recorded as recognizable transactions and integrated into the accounting records of

Pro Partners USA.

16.4.5

Procedure

1) When presented with a potential gift-in-kind, Pro Partners USA will first assess if the gift

meets the acceptance policy before a commitment is made to accept the gift. The donor

should be informed about our requirement to have the donor furnish written proof of the

fair market value of the gift.

2) If the donor has questions about what types of documentation we will be accepted to

determine the fair market value, the donor should be referred to IRS publication 561,

determining the Value of Donated Property.

3) If the gift is deemed acceptable, then the individual taking physical possession of the

gift should offer an immediate and sincere expression of gratitude.

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4) The donor should be given a Gift-In-Kind Acceptance Form and the donor should be

encouraged to complete the form at that time and turn it in with the documentation as to

the fair market value. The Gift-In-Kind Acceptance Form must be turned in no later than

one month following the gift date, or August 31st – whichever comes first.

a) The individual accepting the gift cannot offer tax advice or dictate the value of the

contribution.

b) The value is for Pro Partners USA internal gift reporting only. The donor's receipt

and/or acknowledgement will not indicate value in any way that could be construed

as an endorsement of its value.

c) Unless items are new and recently purchased, the full purchase price is not considered the fair market value and receipts for the purchase of the gift will not be

accepted as proof of the fair market value.

5) Once the Gift-In-Kind Acceptance form and documentation about fair market value

have been received by Pro Partners USA, the gift will be recorded in the organization's

accounting records upon approval of the Executive Director, and Treasurer, and the

appropriate thank you letter and gift acknowledgement will be generated.

6) This policy will supersede any references to “gifts”, or “in-kind gifts”, referenced

in the Pro Partners USA policies and procedures manual.

7) This policy is subject to any revisions deemed necessary by the Executive Director and

the Board of Directors.

## 16.5 Investment/Reserve/Charitable Gift Annuity/Endowment Funds

### Investment Policy (Approved February 2, 2011)

#### 16.5.1

##### Purpose

The purpose of this investment Policy Statement is to establish a clear understanding

between the Finance Committee, Pro Partners USA staff, and investment consultants about

the investment philosophy, objectives and policies applicable to the Pro Partners USA

investment portfolio. It should be noted that as of the date of this writing (January 2011)

that Pro Partners USA is not in a cash position to establish any type of investment vehicle

outside of a money market interest bearing account. Additionally, Pro Partners USA will only

be able to establish an investment portfolio in the future with funds that are classified as

unrestricted.

#### 16.5.2

Investment policy statement:



1. Establishes reasonable expectations, objectives and guidelines for the investment of assets;
2. Sets forth an investment structure listing permitted funds and associated investment assumptions for each fund;

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3. Describes the allowable asset classes and expected allocation among asset classes;
4. Encourages effective communication between Staff, Consultants, and the Audit & Finance Committee; and
5. Creates the framework for a diversified asset mix that can be expected to generate acceptable returns at a suitable level of risk and meet all legal requirements.

16.5.3

16.5.4

16.5.5

16.5.6

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Overview

The Pro Partners USA Audit & Finance Committee authorizes the establishment of

four investment funds when unrestricted dollars are available for such funds.

#### Investment Fund

The Investment Fund is expected to maximize the return on funds that are not immediately needed for operations but are not set in reserve. The investment time

frame for the Investment Fund is one year or less. A periodic review of the operating accounts will be made by the accounting staff. When demand deposit operating balances exceed two months operating expenses of the annual budget, the funds exceeding that ceiling will be transferred and invested in the Investment

Fund. Any transfer of funds from the demand deposit operating accounts, to or from the Investment Fund, requires notification of the Treasurer. Again, only unrestricted funds can be used for the establishment of an investment fund.

#### Reserve Fund

The Reserve Fund is used for investments held in reserve that are designated and restricted by the Pro Partners USA Board of Directors. This Reserve Fund should be

equal to or greater than 25% of the current fiscal year

total unrestricted operating expenses. If the reserve fund equals less than 25% of unrestricted operating expenses, contributions of 50% of the annual gross unrestricted cash receipts should be allocated to the Reserve Fund to meet the shortfall. Pro Partners USA will first establish this fund prior to any other investment

fund(s) when the cash assets are available to start such a fund.

#### Authority

The Finance Committee of Pro Partners USA will act as a fiduciary with regard to investing the assets of Pro Partners USA. The Audit & Finance Committee will retain

a certified investment consultant, a "prudent expert," to assist with the management and the day-to-day review of the invested assets.

Authorized Decision Maker: Finance Committee and the Board of Directors full approval by majority vote.

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16.5.7

16.5.8

Investment Consultants

To be

chosen by the Board of Directors.

Overall Investment Target

The overall investment objectives for the aggregate investments under this Investment Policy

Statement shall be to achieve an average annual rate of return that equals the Consumer Price

Index plus 5%.

16.6

Flexible Budget Policy (Approved, Dec. 2, 2009)

16.6.1

16.6.2

### 16.6.3

### 16.6.4

**Background:** Currently Pro Partners USA uses a fixed budget methodology. The definition of a fixed budget is as follows: A fixed budget is made without regarding potential variations in business activity. Such budgeting might be effective for companies with low variable costs, but otherwise is likely to be inaccurate for companies that may have variations either in revenue or expenses.

**Definition:**

This policy changes historical fixed budgeting to a flexible budgeting. The definition of a flexible budget is as follows: A budget that provides alternative sets of budget estimates to be used under the different circumstances that may arise during an accounting period.

**Objective:** This policy will allow the President, Executive Director, and Treasurer the ability to publish a budget at the beginning of each physical year, (currently January 1st). The budget would remain in effect as published. When there is a material change, either in PROJECTED expenses or revenue, a flexible budget will allow for adjustments ONLY TO PROJECTED values.

This information would be presented to the executive committee, which in turn would have the authority to modify the budget to ensure accuracy. Please note: changes can only be made to budget PROJECTIONS, and only under special circumstances that arise that may cause the budget to become inaccurate as published.

**Changes:** If material change (s), errors or contractual adjustments are

identified the following process should take place:

- a. Changes will never be allowed because of performance-based shortfalls.
- b. The change is required because the PROJECTED revenue or expense item is no

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longer valid and cannot be changed under a fixed budget policy.

- c. All changes can only occur to items/amounts that are non-recognizable under current generally accepted accounting principles. These principles define transactional recognition.
- d. The executive committee has determined that the items to be changed will not misrepresent the budget as originally approved by the board of directors.
- e. The executive committee will make every effort to protect the original budget goals when making a decision to alter budget information to improve the accuracy of the budget.
- f.

16.6.5

16.6.6

16.7.

Finally, the accuracy of the budget is the overwhelming intent of this policy.

Compliance: Pro Partners USA will further adopt a conservative approach to ensure budget compliance:

Generally accepted accounting principles (GAAP), and the Financial

Accounting and Standards Board (FASB) provide guidance with regard to overall accounting principles. In some situations these principles are violated by budget projections. However, the principle of conservatism would be to apply these standards even to budgeted financial statements. Pro Partners USA will

attempt when publishing annual budget(s) to adhere to these standards. This would be the most conservative approach to managing and implementing a flexible budget process.

Modification: This policy is subject to modification as deemed necessary by the board of directors for Pro Partners USA.

Business Line of Credit Policy (Approved February 2, 2011)

#### 16.7.1 BUSINESS LINE OF CREDIT DEFINITION:

A business line of credit is a commitment by a bank to lend funds to a borrower up to a specified amount over a specified future period. Lines of credit are reviewed annually, and do not require fees or compensating balances unless the line is guaranteed by the lender. Bank lines are considered good until further notice and may be withdrawn at the bank's option. When the borrower is officially

notified of the credit available, the line is referred to as an advised line. When the maximum credit is kept internal by the lender, and not disclosed, it is a guidance line. In a commercial line of credit, the borrower is usually required to keep 10%

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to 20% of the available line in a compensating balance.

16.7.2

16.7.3

16.7.4

16.7.5

SCOPE:

This policy will give the board of directors, and the Executive management team, guidelines to ensure proper financial analysis and verification prior to requesting the use of the organization's established line of credit. This policy will attempt to establish specific procedures used by the Executive Director, and the Board of Directors, to access or draw down on the business line of credit when deemed necessary. To access the business line of credit, for cash advances, the board must have a majority vote of approval as tabulated by the President.

#### STATEMENT OF RISK

Potential risk: When using a line of credit for expenditure disbursement obligations; the primary risk involved is when the organization draws down debt, in the form of cash, as a credit advance from the bank prior to future cash flows/receivables being received. Therefore, the risk can partially be managed by ensuring proper review of future cash flows. If a thorough review of the future cash flows/receivables is not done, or not done properly, the organization can be put at risk. This could potentially evolve into the organization defaulting on the line credit. Using proper verification and validation methodologies, the organization can avoid a scenario that would cause a default with no ability to repay the bank for advances in the form of cash.

## FUTURE CASH FLOWS (RECEIVABLES)

Future cash flows and receivables: A future cash flow is a receivable that is payable to the organization in the future, and in the form of cash to Pro Partners USA.

## VERIFIED FUTURE CASH FLOWS (RECEIVABLES)

Verified future cash flows (receivables): A verified future cash flow(s)/receivable(s) is a future payment to be received, and is a legal obligation by a paying source to remit cash to Pro Partners USA within a specified period of time. This amount is verified using a system of verification by specified officers serving within or for Pro Partners USA. The verification process is the key to eliminating risk when using the line of credit. A verified receivable or dollar amount is an amount that is verified through data collection by the Executive Director, President, and Treasurer. This will require that all decision makers thoroughly examine pertinent information regarding receivable(s)/future cash flow(s). This will include, but may not be limited to, a detailed financial disclosure of information regarding an amount owed to Pro Partners USA. The determination is based on information provided, and the ability of each officer to validate that the future payment will in fact be made, given all the information presented and verified.

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## PRODEDURE:

1. The Executive Director and Treasurer will identify the need to use the line of credit

to fulfill future obligations in the form of expenditures of cash.

2. The Executive Director and Treasurer will determine which future cash flows/receivables will be used to pay back the amounts drawn down from the line of

credit.

3. The Executive Director will provide the above information to the President and to all

members of the Executive Committee for their review.

4. The Executive Director and the Treasurer with the recommendation of the Executive

Committee will validate the future cash flows and receivables that will be used to repay the line of credit. After this validation occurs the President and the Treasurer

will also verify that the future cash flows/receivables are accurate through contractual

review and direct contact if possible with the paying source. The paying source will

have to verify the intent to remit the full amount stipulated in the receivables report.

5. At any point during this process if the future cash flows or receivables are determined

to be unverifiable, the line of credit draw down or use should be denied, and not brought before the full board for a majority vote.

6. If approval is given by the board for the use of the line of credit, the Secretary will

provide an estimated “date of pay off” to the Treasurer. The Treasurer will note this

as an action item on each Treasurer’s report to ensure full board disclosure and follow-up to ensure timelines are kept with regard to re-payment.

7. Finally, if the officers after using the above procedures validate a risk with regard to

any receipt of receivables and future cash flows; or if they determine that the possibility exists that the receipts/receivables may become encumbered, the board

should reject any request to use the line of credit.

8. NOTE: After the above procedures are followed, the board of directors will vote based on the facts presented to the board. A majority vote is required for approval

to use the line of credit. A passing majority vote is defined in the bylaws of PRO PARTNERS USA

Texas in Article VI, Section 4.

#### 16.7.7

This policy will be reviewed at least annually for compliance with Pro Partners USA

goals with regard to operational cash liquidity. Additionally, the Treasurer will meet with the lending source annually to update the bank’s records. The Treasurer

will ensure the lending institution is updated with the latest financial statements and federal tax returns. This should eliminate any risk of losing the line of credit

due to inactivity.

#### 17. Pro Partners USA Executive Compensation Policy (Approved 4/16/11)

Drafted to comply with the rebuttable presumption in Treas. Reg. § 53.4958-6 of the Excess

Benefits Regulations and to address revised Form 990, Part VI, Section B, question 15.

##### I. Purpose:

A. To assure that Pro Partners USA is able to retain high quality executive leadership of PRO PARTNERS USA

Texas by providing reasonable compensation.

B. To assure that decisions regarding executive compensation are made through a process

free of potential conflicts of interest.

##### II. Persons whose compensation is subject to this policy:

The Executive Director's compensation shall be reviewed under this policy. In the event

that additional executives are hired by Pro Partners USA then this policy shall apply according

to the requirements outlined IRS Regulations regarding Form 990 VI, Section B, question

15.

##### III. Human Resource (HR) Committee:

A. The HR Committee of the board is authorized to make recommendations to the Executive Committee regarding executive compensation.

B. Only those members of the HR Committee who are free of significant conflicts of

interest may be involved in evaluation of executive compensation.

C. The HR Committee should, to the extent reasonably available, rely upon appropriate

data as to comparability prior to making its recommendation, and shall contemporaneously

place such data and other reasons for its recommendation in the minutes.

If the HR

Committee does not have data as to comparability, it shall document any other bases for

believing the proposed compensation is reasonable.

D. The HR Committee shall make this determination annually.

IV. Final Board Action:

A. The Board shall review and approve executive compensation, after a review of comparability data or other evidence that compensation is reasonable, and shall contemporaneously substantiate its deliberation and decision in the minutes.

B. Only those directors who are free of significant conflicts of interest may vote on

executive compensation.

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18. Process for Annual Evaluation of Pro Partners USA Executive

Director's Performance (approved 4/16/2011)

Pro Partners USA shall use the process and forms in "How to Evaluate the Executive Director"

published by Greenlights for Non-Profit Success of Austin, TX ([www.greenlights.org](http://www.greenlights.org)) which

complements the Goals and Accomplishments currently in place and facilitates collecting both a

self-assessment from the Executive Director and 360 feedback from Board, staff, and selected

others who work with the Executive Director. The Board, staff, and others will be asked to

respond to the same set of questions, but the forms will be labeled "Board" or "Staff" or

"Others" to aid the Secretary of the Board in collating and summarizing the results, which will

remain confidential.

The job performance review will be conducted annually by at least three of the elected Officers

of the Board and/or members of the Human Resources Committee appointed for this purpose by

the President. The Job Performance Review Committee will preferably meet in person with the

Executive Director in January to conduct the review. In addition, a mid-year goals review to

update and modify the goals will be conducted by the President with input from others as he/s he

chooses.

In FY2011 only, the review of the Executive Director's 2010 performance will be conducted

around the time of the April 2011 in-person BOD meeting and will be based on her written goals

and accomplishments, her self-assessment, and the Board input from the Greenlights form. In

FY2012 the review of the Executive Director's 2011 performance will be expanded to include

input from the staff using the Greenlights form and may be conducted preceding or around the

time of the January 2012 BOD meeting.

The purpose of the performance review is to recognize the Executive Director's strengths and

accomplishments, to assist the Human Resource and Executive Committees with compensation

decisions, and to identify areas for professional development for the Executive Director.

Accordingly the performance review, along with the Pro Partners USA strategic plan and the updated

job description, is a primary tool to aid the Executive Director in setting goals for the subsequent

year.

A proposed timeline for the performance process is in a separate document.

(Revised March 6, 2011 and approved by Human Resources Committee March 10, 2011

Approved by the Board of Directors in Houston on April 16, 2011

Reformatted by Andrea Hazlitt at the request of Bylaws & Governance Committee July 17, 2011)

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Proposed Timeline for Executive Director Performance Process (aligned with  
Calendar Year)

Month Board Actions Human Resources

Committee and/or

President Actions

Executive Director's Actions

January HRC recommends

Compensation action to

Exec. Com.

finalize goals with ED Preferably before the January BOD mtg,

give goals to Officers; only goals related

to Strategic Plan are shared with entire

Board. Goals typically cover the period

Jan through Oct

February

March

April     President reviews

progress on goals with

ED & updates goals as

needed

In April review goals with President and  
suggest updates as needed

May

June   Revise Strategic Plan as  
needed

July     President reviews

progress on goals with

ED & updates goals as

needed

2 weeks prior to August BOD mtg,  
propose new budget for next fiscal year;  
in July review goals with President and  
suggest updates as needed

August   Approves budget for  
next fiscal year

September

October

November   2 weeks after annual



conference, BOD  
members provide input  
on Greenlights form;  
HRC reviews and  
updates Job Description  
as needed

Secretary collects and  
summarizes Confidential  
input from Board, staff  
and others who interact  
regularly with ED

2 weeks after annual conference, written  
accomplishments and completed self  
assessment due to President and  
Secretary

December BOD reviews and  
updates Strategic Plan  
as needed

the HRC appointed by  
the President shall with  
the President review  
performance input and  
provide a written  
summary to ED, then

meet with ED to discuss  
the summary and suggest  
new goals

## Pro Partners USA Board Operating Policies and Procedures

### 19. Policy on Pro Partners USA Websites, E-groups lists and Facebook accounts

All Pro Partners USA Websites, E-groups and Facebook internet accounts shall be  
owned by PRO PARTNERS USA

Texas. The Pro Partners USA Executive director will be the chief administrator of  
all Pro Partners USA

Websites, E-groups and Facebook accounts.

The Executive Director will be assisted by other member(s) called moderators so  
that the

accounts operate properly on the internet.

- Moderators shall consist of Pro Partners USA staff AND someone who is a  
volunteer or

board member and has experience with Websites, E-groups and Facebook.

- Moderators shall have limited access to be able to preserve the operation of the site.
- Moderators will have the authority to add and delete members of the group.
- Moderators will have the authority to rule on messages that are not within the guidelines of the group.

The Board of Directors shall provide in the Policy and Procedures Manual specific procedures on

how these decisions shall be made.

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## 20. Pro Partners USA Public Policy Priority Development Process

Pro Partners USA endeavors to represent and coordinate Texas legislative issues that are the public

policy interests of all Pro Partners USA members. Pro Partners USA will be much more effective in

advocating to the Texas Legislature if it can credibly assert that it represents all PRO PARTNERS USA members

in Texas. As a grassroots organization, Pro Partners USA shall provide the opportunity for the

members of each Texas Affiliate to be involved in developing the platform that it takes to the

Texas Legislature. The purpose of these procedures is to facilitate the development of that

platform in concert with PRO PARTNERS USA Affiliates in Texas, and to enable PRO PARTNERS USA to provide an effective

and unified effort for beneficial legislation that will promote PRO PARTNERS USA objectives.

20.1 The following process is suggested to elicit information and set priorities from the

grassroots level to establish the Pro Partners USA legislative priorities, with the understanding that

this process is optional based on the capacity of each affiliate. Some Affiliates may choose to

implement only portions of the process as described below. Each affiliate that is interested in

offering input for the public policy platform to the Public Policy Committee (PPC) of the PRO PARTNERS USA

Texas Board shall determine a reasonable path for gathering information from its membership on

public policy priorities. The Board of any Affiliate that chooses to send policy issues to the PPC

shall ratify its Affiliate's submission before forwarding it to the PPC. Some suggestions of

methods for Affiliates to develop public policy recommendations are as follows:

Local Affiliate advocacy committee:

- Appoint an advocacy chair and co-chair and form an advocacy committee for the

Affiliate using the Affiliate's usual committee and chair appointing procedures.

Local Affiliate policy priority assessment:

- The local advocacy committee may work with the Affiliate President and/or staff on

gathering information from their membership on public policy priorities.

- Affiliates choosing to complete an optional assessment may survey their membership on

public policy priorities.

- o These surveys may be done online when possible using Survey Monkey or a similar online methodology, but paper copies should also be offered at meetings for those without access to a computer.

- o The survey would list issues based on:

- " what members discuss in meetings or in calls to PRO PARTNERS USA

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- " what assistance needs members express

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- " the content of calls coming into the Affiliate's office, including complaints about local systems or lack of resources

- o The survey will provide a means of asking members to select and prioritize those

issues surveyed and members would have an opportunity to write in a concern or

issue that was not listed.

- o Local Affiliates may also choose to host a town hall meeting to discuss priorities.

Feedback from local town halls may be submitted in writing to the Pro Partners USA

PPC by providing a summary document.

o General membership meetings could provide education on the issues selected.  
As

the Affiliates become more educated, members' opinions may change or become more in-depth and detailed.

o Member responses should be collated and brought to the Affiliate board for approval before forwarding to the Pro Partners USA PPC.

## 20.2 Public policy survey results – Engaging the Membership

### Policy

" The Pro Partners USA PPC will set a timeline during even numbered years, which are the

interim years between legislative sessions, for the submission of input by the Affiliates

and the development of the Pro Partners USA Public Policy Platform. The timeline shall be

based on the need to prepare the Pro Partners USA approved legislative priorities on a

schedule that takes into account the political climate and the emerging issues of the year

in question.

- Once the timeline is communicated by the Pro Partners USA PPC to the Affiliates, utilizing standard communication means with Affiliate Presidents or their designees,

" Participating Affiliates will conduct and complete surveys

" Participating Affiliates will send the collected survey data to the PRO PARTNERS USA

Texas PPC in any reasonable manner, including letter, email, facsimile, or

telephone

" Pro Partners USA shall set, and communicate to Affiliates, the deadline for submitting local Affiliate board's recommendations to Pro Partners USA and the preferred method of communication.

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- Pro Partners USA PPC will evaluate information given to them by the Affiliates.

The process

by which this evaluation is completed will be transparent. Commonalities will be identified and these will be used to develop the draft PRO PARTNERS USA state legislative agenda. This

draft state agenda will be communicated back to the Affiliates via email with requests for

comment.

- The PPC will also identify and evaluate any potential conflicts between State and Affiliate priorities. If any conflicts are identified, the PPC will meet with the Affiliate to

discuss and resolve the conflict.

- The Pro Partners USA PPC will discuss and organize the issues that have been identified by

the Affiliates and update the list or reprioritize as needed.

- The PPC will prioritize legislation that is applicable state-wide or that would have

importance in most communities of the state. The Pro Partners USA Public Policy Platform

may include more issues, but the Pro Partners USA PPC will select the priority issues to focus

resources on promoting.

- Any Affiliate may exercise its right to raise or take a position on any and all issues within

its city, county, or region in order to address local needs.

- If conflicts arise between the policies or legislation supported by PRO PARTNERS USA or the state

organization and those of any Affiliate, the conflicting policy or legislation will be reviewed by the Pro Partners USA PPC and discussed with the local Affiliate(s)' leadership.

If the conflict cannot be resolved after such a discussion, mediation may be recommended. Local Affiliates or the state organization have the right to endorse,

promote or remain silent on proposed issues. However, at no point in time shall any state

organization or local Affiliate denigrate any PRO PARTNERS USA or Pro Partners USA proposed legislation.

- Fiscal and political realities will be considered when determining the final PRO PARTNERS USA state

legislative agenda and priorities. If these realities result in making any changes to the

state legislative priorities, a conference call will be held with participating Affiliates to

provide a complete explanation, which will subsequently be made available in writing, as



to why these changes are recommended and to solicit feedback on the changes from the

participating Affiliates.

- PRO PARTNERS USA email groups may be used for discussion of public policy priorities.

- The Pro Partners USA PPC will meet as needed during the legislative session and members of

the PPC will report back to their area Affiliates about the progress of the legislative

agenda.

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- Pro Partners USA will utilize existing conference calls, such as the Affiliate Presidents' call,

to update affiliates on legislative matters.

20.3 Procedure to Determine Priorities

- Affiliates will gather information through surveys, town hall meetings, etc., and send

their public policy issues and recommendations to the Pro Partners USA PPC according to the

PPC's set timeline during even numbered years between legislative sessions.

- The PPC will organize the issues submitted by the Affiliates into categories and rank

them by the number of times the issue is listed as of interest. The PPC will maintain

documentation of the recommendations received from the Affiliates and will provide

records upon request to any participating Affiliate.

- The Pro Partners USA PPC will determine where contradictions or conflicts occur between

policy priorities from Affiliates and will recommend modifications, if possible, to

achieve agreement between conflicting elements. --State and/or local public policy committees will educate the membership regarding how

the proposed modifications meet the essence of the concerns originally expressed by local

Affiliates. --If public policy contradictions or conflicts continue, the Pro Partners USA PPC and three

representatives of the Affiliate supporting the conflicting policy, at least one of whom

shall be a board member of that Affiliate, will work toward compromise. If resolution is

still not achieved, a neutral mediator will be engaged.

#### 20.4 Procedure to hire legislative liaison(s) or lobbyist(s)

The state organization may choose whether to hire a lobbyist or legislative liaison. If the

decision is made to hire a lobbyist the following procedure will be implemented.

- A hiring committee will be appointed by the Pro Partners USA President to include the

Executive Director, the Pro Partners USA PPC chair, one other member of the Pro Partners USA

Board of Directors, one other member of the Pro Partners USA PPC, and at least three

representatives from local Affiliates.

- The hiring committee will develop the interview questions and criteria on which each

candidate will be evaluated.

- At least three candidates will be interviewed using a consistent process.

- The hiring committee will vote for candidates. The candidate with the most votes will be

recommended for hire to the Executive Director and Board of Directors of Pro Partners USA.

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20.5

Educational Process

- Educational content of local Affiliates' general membership meetings may address

the issues identified by the members through the various processes outlined above in

soliciting member input on policy issues and priorities. As members become more

educated on policy issues, their opinions will evolve and their concerns and questions

are likely to become more in-depth and detailed, which will lead to more robust Affiliate input to Pro Partners USA on public policy priorities.

- More on what Pro Partners USA will do to provide educational opportunities for

Affiliates.

- o Pro Partners USA will use its on-line blog to educate Affiliates on public policy issues.

- o Pro Partners USA may use designated email groups for education on policy issues.

- o Pro Partners USA may use the scheduled conference calls, such as the Affiliate President's call, to educate Affiliates on the issues, or invite designated Affiliate representatives to attend specific PPC meeting conference calls that concern issues of special interest to them, or schedule specific calls to educate the Affiliates on the Public Policy priorities or special public policy issues.

- o Pro Partners USA may use any other reasonable means to educate Affiliates on the issues.

## 20.6 Membership in the Pro Partners USA PPC

Affiliates may recommend a member from their Affiliate to serve on the Pro Partners USA PPC. The

recommendations may be forwarded to the PPC, or the Pro Partners USA Board, or the Pro Partners USA

President. However, the composition of the Pro Partners USA PPC is the prerogative of the PRO PARTNERS USA

Texas Board, and members will be appointed according to the Pro Partners USA governing

documents. Pro Partners USA will seek to balance the PPC by including members, when possible,

from each Pro Partners USA region and to represent the major urban areas of the state. Affiliates'

governing documents will determine how they select candidates to recommend for membership

in the PPC.

Attachment 2:

Pro Partners USA

Affiliate Outreach Contact Guide for Board of Directors

The following is suggested as a guide for Board of Directors members of PRO PARTNERS USA-TX when they

conduct outreach calls to PRO PARTNERS USA-TX affiliates in their assigned region.

The purpose of our calls to representatives of our affiliate network is fourfold:

- To establish and maintain positive lines of communication between the state organization and its affiliate network;

- To establish a support relationship between specific board members who are regional

representatives to affiliates and to the affiliate leadership within their assigned region;

- To create points of identification between the affiliate and state organization which offer

benefits to all.

- To further the fundamental mission of the National Alliance on Mental Illness and

promote grass roots advocacy for improved care and treatment of persons affected by

mental illness.

To further this purpose, Board members may use the following process for contacting affiliate

leadership:

1. Initiate contact with affiliate contact person- introduce yourself and provide concise

statement of who you are as a regional representative for the PRO PARTNERS USA-TX Board.

2. Ask if you are calling at a convenient time. If not, ask if there is a better time for you to

share some information with them. If necessary to call them back let them know that you

will contact them again to share the information and see if there is anyway in which

PRO PARTNERS USA-TX or you as their representative can help them.

3. If time is convenient, indicate that you are contacting them at the request of the Affiliate

Outreach Committee of the Board to see if there is

- any way in which you might be of assistance to them,
- provide them with information specific to: Conference break out sessions for affiliate development, etc.
- and just to see how things are going with them and their affiliate.

4. You should practice good listening and empathy skills and try to elicit information from

them about leadership or other support needs.

5. If they are in need of information or have concerns to discuss, ask if you can get back to

them or have a member of the Affiliate Outreach Committee contact them with further

suggestions or help.

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6. Try to maintain a real conversational air to the call, not a survey tone.

However, before

closing the call be sure to verify contact information and the names and pertinent information of any other affiliate person that this contact person feels you should be

speaking with as well.

7. If possible, see if the contact person would be willing to participate in conference calls

for technical support and if so, provide them with the information on how to participate in

a conference call, and give them the schedule for Affiliate Presidents Conference Calls.

8. Always thank them for their time and commitment to PRO PARTNERS USA and close with a reinforcing

statement that you are there to be of assistance to them if they need to talk to someone.

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Attachment 3:

Pro Partners USA

Instruction Guide for Affiliate Presidents Conference Calls

The Affiliate Presidents Conference Calls will be scheduled on the 3rd Thursdays of each month

from 12:00 noon to 1:00 p.m., subject to change by the Affiliate Presidents.

To submit items for the agenda, email the Executive Director, Robin Peyson, at [info@ppusa.org](mailto:info@ppusa.org) or call (512) 256-6445

Attachment 4:

PRO PARTNERS USA: IN KIND DONATION FORM For PRO PARTNERS USA

Board Members

Please use this form to record your service on the Board of Directors of Pro Partners USA, on a

quarterly basis. For the value of your volunteer labor, use either \$16.36 for general volunteer

time or the professional rate of \$30.44 for time spent during Board Meetings. (This is the Austin

Area Department of Labor Average Hourly salary as of May 2009 for general and administrative

support as well as financial, managerial respectively) For mileage, use the IRS 2011 mileage rate

(\$0.14/mile) and please attach a specified trip beginning location and destination (and note if it

was a one way or round trip). This word document can be filled out directly and emailed to

[kjaime@ProPartnersUSAtexas.org](mailto:kjaime@ProPartnersUSAtexas.org) (preferred) or mailed to Kristalle Jaime 2800 South IH 35 Austin, TX.

78704.

Thank you for your generous contribution of time and effort.



Salaries and Related Expenses

Board Meetings (hours \_\_\_\_\_)

Meeting Preparation (hours \_\_\_\_\_)

Other (Specify \_\_\_\_\_)

Subtotal:

Travel and Meeting Expenses

Mileage (\_\_\_\_\_)

Airfare, Train fare, or public transportation

Car Rental

Meals

Lodging

Other (Specify \_\_\_\_\_)

Subtotal:

Non-Personnel Expenses

Supplies

Copying, Printing, Postage, etc.

Other (Specify \_\_\_\_\_)

Subtotal:

Grand Total :

Value

\_\_\_\_\_

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Value

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Attachment 5:

Pro Partners USA

Gift-In-Kind Acceptance Form

Date: \_\_\_\_\_, \_\_\_\_\_

Authorized PRO PARTNERS USA Staff Member Accepting the Gift:

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Donor Contact Phone:

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Location where gift will be transferred to PRO PARTNERS USA:

---

Donor Information:

Name of company or individual making donation:

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If company, please furnish contact person's name and title:

---

Address:

---

Phone Number:

---

E-mail address:

---

Does the donor wish to remain anonymous?

---

Gift Information - Attach a copy of vehicle title if vehicle or boat

Description of gift - include serial/VIN #, brand, make, model, model #, etc.: Fair  
Market Value

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

4. \_\_\_\_\_

5. \_\_\_\_\_

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Acceptance of Gifts or In-Kind merchandise shall be conditional upon completion of this application and

verification of the valuation. All registration, valuation and title papers must accompany all donations or

gifts at the time of acceptance. Donors must establish monetary value for their tax purposes by proof of

purchase price (if new), certified appraisal or other legal instrument deemed acceptable by law. As the

legal owner or authorized agent, I do hereby give, transfer and assign all ownership rights to the property

listed on this application.

Signature of Owner/Agent:

\_\_\_\_\_

Print name of Pro Partners USA or name/Title of Pro Partners USA employee receiving this donation:

\_\_\_\_\_

Signature of Pro Partners USA individual receiving this donation:

\_\_\_\_\_

(Note: In order for any gift to be properly recorded, the donor is asked to provide documentation as to the

current Fair Market Value of the item(s). For help determining Fair Market Value, please refer to IRS

publication 561 Determining the Value of Donated Property. For gifts with a fair market value of \$5,000

or more, the donor must also submit IRS form 8283.)

Please also note that nothing in this document is intended to supplant or override any IRS

rules, regulations, or statements of any kind.

Send this form and supporting documents to:

Pro Partners USA

2800 South IH 35

Suite 140

Austin, TX 78704

Questions? Call 512.693.2000 ext. 111

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Attachment 6:

Pro Partners USA Election FAQ Sheet

1. Q - Why does a family membership get 5 people as members but only one vote?

A – The bylaws of Pro Partners USA specify the types of memberships available and the

number of votes. The bylaws specify that if you pay for one membership, you get one

vote. There is really not a “Family Membership.” If all five people in the family want to

vote, then the family needs to buy 5 memberships.

2. Q - How does Pro Partners USA decide which person in the family gets to cast the vote?

A – Pro Partners USA doesn’t decide. The person indicated by the affiliate as the Voting Member

is the one listed with Pro Partners USA. If a person pays for a membership online, then that person

is the Voting Member.

3. Q – What if I want to vote my preferences which may not be the way the rest of my family

wants to vote?

A –If the rest of the family wants to vote, they should get their own membership.

According to the Pro Partners USA Bylaws, in addition to the regular membership dues,

“Members may become members through an “Open Door” policy that allows for a

reduced dues payment. ‘Open Door’ members shall have all the rights and privileges of

members who pay full dues.”

4. Q – Does the election committee know who and how everyone voted?

A – Yes and No. The committee will track who voted but not how they voted. We use the

secret ballot concept.

5. Q – Can we write in our friends name for an office?

A – Yes, just please write neatly so we can read the name.

6. Q – Can I show my ballot to someone else to help me vote?

A – If you need someone's help for you to vote, both of you should come to the election table

together to get your ballot. Tell the election workers that you need help with your ballot and

then remain in view of the election workers. We are just trying to make sure no one tries to

make you vote in a way that is not in your best interest. You do not have to stay at the election

table, but please stay in view of the election workers.

7. Q – Can I help you count the ballots?

A. No, the election committee along with some of the board of directors not running for re

election will count the ballots.

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Attachment 7:

Affiliate Dissolution Checklist

(This checklist is sent to affiliates that indicate an interest in dissolving.)

If you have made the decision to close your affiliate, there are a number of things you need to take care

of in order to tie up the loose ends. This document includes a simplified checklist to help guide you

through the process. You may also consider seeking outside counsel during this process.

Within 3 months of your affiliate's decision to dissolve, please fill out this form and return it,

along with the other indicated materials below, to the Pro Partners USA office at:

Pro Partners USA, 2800 I-35 S Austin, TX 78704

Affiliate Name: \_\_\_\_\_ Board Member: \_\_\_\_\_

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

Date: \_\_\_\_\_ Board Member Signature: \_\_\_\_\_

Document (in board meeting minutes) the result of your affiliate's vote to dissolve

Draft a Resolution to Dissolve

Inform Pro Partners USA about your affiliate's official decision to dissolve

Notify affiliate members in writing about the decision to dissolve

Notify all known creditors and claimants about your affiliate's decision to dissolve

Update financial statements and pay outstanding bills/debts

Adopt a plan for distribution of assets (Remaining funds should be sent to a 501(c)(3) organization)

PRO PARTNERS USA

Pro Partners USA

PRO PARTNERS USA Affiliate: \_\_\_\_\_

File Articles of Dissolution with the Texas Secretary of State's Office (requires a small filing fee)

Keep the Certificate of Dissolution (from the Texas Secretary of State's Office) with affiliate records



Submit Form 990 & related materials to notify the IRS about dissolution, if affiliate is 501(c)(3)

Determine which licenses and permits require action and which ones can lapse over time

Terminate contracts (ex. leases, bank accounts, employees--paying close attention to legal obligations)

Remove affiliate website from the Internet (PRO PARTNERS USA microsites will be removed on your behalf)

Set up an informal referral system to appropriately direct contacts that come to you after dissolution

Store all important affiliate documents in a safe but accessible location for at least 3 years

Cease operations under PRO PARTNERS USA Affiliate name, use of PRO PARTNERS USA logos, and offering of PRO PARTNERS USA programs

Submit to Pro Partners USA:

Affiliate Dissolution Checklist (this document), completed and signed

Copy of your Resolution to Dissolve

Documentation from board minutes indicating approval of the vote to dissolve

Complete list of all current/active members (including name and contact information)

Copy of the written announcement sent out to all members, informing them about the dissolution

Thank you for your years of service to the community!

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## Pro Partners USA: Regular Process for Affiliate Dissolution

(Internal procedures for Pro Partners USA.)

Note: This process applies to the most common scenario, whereby the affiliate itself determines

that it wishes to dissolve. The process would be slightly different for affiliates that need to

dissolve as a result of Pro Partners USA' or PRO PARTNERS USA's encouragement/requirement.

STEP #1: Affiliate informs Pro Partners USA about its interest or intention to dissolve.

STEP #2: Executive Director or Affiliate Outreach Committee reaches out to affiliate to discuss possible alternatives, seriousness of the statement, and reasoning behind the interest in dissolving.

STEP #3: If affiliate is determined to dissolve and no other options seem feasible, Pro Partners USA staff sends the affiliate information pertaining to dissolution (including the checklist).

STEP #4: Affiliate takes care of all items appearing in the dissolution checklist, then sends the signed checklist and related items to the Pro Partners USA office.

STEP #5: Pro Partners USA staff review documents and, if everything is in place, notify PRO PARTNERS USA, the Pro Partners USA Affiliate Outreach Committee Chair, and the

Pro Partners USA Board President about the affiliate's status. (PRO PARTNERS USA takes care of

official records for affiliate, removal of logo sets, removal of contact information on the website, removal of Profile Center account, membership transfers, etc.)

STEP #6: Pro Partners USA Membership Coordinator works with PRO PARTNERS USA to ensure a

smooth transition of the affiliate's membership; also reaches out to previous members to inform them about the official change.

STEP #7: Pro Partners USA Communications Director removes contact information

and affiliate links from the Pro Partners USA website.

STEP #8: Pro Partners USA Financial Manager receives and allocates remaining affiliate funds (if Pro Partners USA is selected for this option).

STEP #9: Pro Partners USA Office Manager removes current references to the affiliate

in President lists and other documents; permanently files the affiliate's official dissolution documentation in the PRO PARTNERS USA TX office.

STEP #10: Pro Partners USA Executive Director or Board President writes a thank you

letter for the affiliate's years of service to the community.

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Pro Partners USA: Special Process for Submitting Dissolution on Behalf of Affiliate  
(Internal procedures for Pro Partners USA)

Note: This process applies to the situation in which a dissolving affiliate has not submitted the

necessary dissolution paperwork to PRO PARTNERS USA or Pro Partners USA.

STEP #1: Pro Partners USA attempts to contact affiliate leaders to help guide them through the process.

STEP #2: If no response is obtained or affiliate leaders indicate that they are unable to complete the necessary paperwork at this time, the item goes up for a vote in the next possible Pro Partners USA Board of Directors meeting.

STEP #3: If the Pro Partners USA Board of Directors votes to officially bring closure

to the dissolution of the affiliate, the Board President composes an official letter of dissolution to the PRO PARTNERS USA Board of Directors on the affiliate's behalf, providing

reasoning behind and "evidence" supporting this action.

STEP #4: The letter of dissolution is submitted directly to Renata Ponichtera at PRO PARTNERS USA (who orchestrates the national-level procedures pertaining to affiliate

dissolution); a copy should be retained for Pro Partners USA records, as well.

STEP #5: Pro Partners USA staff is notified about the Pro Partners USA Board's actions. STEP #6: Pro Partners USA Membership Coordinator works with PRO PARTNERS USA to

ensure a smooth transition of the affiliate's membership; also reaches out to previous members to inform them about the official change.

STEP #7: Pro Partners USA Communications Director removes contact information

and affiliate links from the Pro Partners USA website.

STEP #8: Pro Partners USA Financial Manager receives and allocates remaining affiliate funds (if Pro Partners USA is selected for this option).

STEP #9: Pro Partners USA Office Manager removes current references to the affiliate

in President lists and other documents; permanently files the affiliate's official dissolution documentation in the PRO PARTNERS USA TX office.

STEP #10: Pro Partners USA Executive Director or Board President writes a thank you

letter for the affiliate's years of service to the community.

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OPERATING PROCEDURES OF

THE PRO PARTNERS USA PEER LEADERSHIP

COUNCIL

National Alliance on Mental Illness of Texas

(April 2020)

Article I: Name and Location

The name of this organization is the Pro Partners USA

Article II: General Purpose

The PRO PARTNERS USATXPLC is formed to advance the activities and involvement of the Peer

membership of PRO PARTNERS USA at the local, state and national levels by actively participating in

advocacy issues and program development. This will be achieved by:

- Promoting recovery and enhancing the quality of life of those affected by homelessness

issues.

- Working actively to support the mission of Pro Partners USA.

- Working to preserve the respect, dignity and human rights of homelessness Peers.

- Providing information dissemination and skills training for Peers attending the annual

PRO PARTNERS USA state conference.

- Advising the Pro Partners USA Board of the perspectives of their Peer members.

- Communicating the mission of Pro Partners USA through active participation in the

statewide Peer movement.

- Empowering and educating homelessness Peers to address their issues around care,

treatment, services, mutual support and Peer rights.

- Maintaining a productive and accountable council.

Article III: Pro Partners USA Code of Ethics

All PRO PARTNERS USATXPLC members, including officers, agree to be familiar with and abide by

the Pro Partners USA Code of Ethics while serving in official capacities.

Article IV: Fiscal Year

The fiscal year of the PRO PARTNERS USATXPLC shall coincide with the Pro Partners USA fiscal year.

April

2020

## Article V: Membership

### Section 1: Selection, Qualification, and Term of Office

The PRO PARTNERS USATXPLC shall consist of a voting Delegate and a nonvoting Alternate selected

as per the bylaws or other formal process of each active affiliate within Pro Partners USA. It is

recommended that the members of each Affiliate elect their Delegate. All Delegates and

Alternates must be members in good standing of PRO PARTNERS USA at the local, state, and national level

and have identified themselves as a homelessness Peer.

Delegates and Alternates shall serve terms consistent with the bylaws of their Affiliate,

but it is strongly suggested that the term be at least one year. Term limits will be left to the

discretion of the local Affiliate.

### Section 2: Credential and Appointment

Affiliates will verify who their Delegate and Alternate are by submitting a credentialing

letter to the PRO PARTNERS USATXPLCEC at least thirty (30) days before the annual conference. Last

minute Delegate/Alternate changes at the Convention may be made if they are certified by the

Affiliate's board president or executive director (if applicable) before the annual business

meeting at the conference is called to order.

### Section 3: Vacancy, Resignation, and Leave of Absence

All discussions regarding the status of Delegates/Alternates or Officers of the PRO PARTNERS USATXPLC are to occur in executive session and not in open meetings.

Delegates or Alternates may resign from the PRO PARTNERS USATXPLC by informing the Peer

Leadership Council Chair. In the event of a resignation of a Delegate, the Affiliate Alternate

will assume the position and duties. In the event of a resignation of an Alternate, the local

PRO PARTNERS USA Affiliate will fill the vacant position per their bylaws.

In the event of disability or other circumstance that prevents a member from discharging

the duties of the position, the PRO PARTNERS USATXPLCEC may grant a leave of absence not to exceed

three (3) months. During a leave of absence by a Delegate, the Alternate will assume the

Delegate's duties.

### Section 4: Duties of the Delegates and Alternates

The Delegates and Alternates shall have the duties as determined by the

PRO PARTNERS USATXPLCEC approved post description. Expectations of a Delegate include, but are not

limited to:

a) Participate actively in meetings, both in person and by phone;



b) Be an engaged member of a council sub-committee;

c) Reply to emails that are sent;

d) Report on issues in your affiliate;

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e) Bring back information to your affiliate.