



Policies and Procedures Manual

Section I. Introduction

The **Dallas Downtown Association (DDA)** is a 501(c)(3) non-profit organization that supports the downtown core of Dallas, Oregon.

Mission Statement

The Dallas Downtown Association fosters a vibrant historic downtown through restoration, economic vitality, arts, and community engagement by working together to ensure a sustainable and inclusive destination for all.

Vision Statement

Our vision for downtown Dallas is to create a vibrant, diverse, and welcoming destination that embraces both its historic charm and its potential for the future. Our downtown will be a place where residents and visitors alike can enjoy a wide array of experiences, from shopping at unique boutiques to dining at innovative restaurants.

Through strategic partnerships and creative initiatives, we will build a downtown that inspires and delights, driving economic growth and enriching the lives of all who visit.

We welcome and celebrate our supporters who share our enthusiasm for this important and active mission.

The following **Policies and Procedures** are designed to guide the day-to-day operations of the DDA.

Section II. Purpose

The DDA's Bylaws only set out general guidelines for the association's operations. This manual provides a detailed program for executing the day-to-day operations. As the official board policy, this manual provides a real-world reference tool for our leaders, supporters, and employees to guide their activities and practices.

The DDA operates under the guidance and assistance of the Oregon Main Street and National Main Street programs. Many of the policies and practices in this manual will reflect the requirements and expectations set by these organizations.

Section III. Ethics and Accountability

Code of Ethics

The DDA strives to conduct business activities with honesty, integrity, fairness, openness, and in accordance with the highest ethical standards. The DDA's leadership, employees and volunteers are expected to represent the DDA in a courteous, efficient, and professional manner in all their interactions.

Conflict of Interest

The DDA board, officers, committee members, volunteers, and employees shall avoid any conflict between their own respective personal, professional, or business interests and the interests of the organization.

Board members, officers, and employees will inform the board of any connection to groups or organizations doing business with the organization or any personal or family interest in the outcome of any such actions.

These conflicts fall into one of two categories, Potential or Actual.

- A "Potential Conflict of Interest" means any action by a board member, officer or employee which could be to the private pecuniary benefit or detriment of them or a member of their household, or business with which they or a member of their household is associated. "Potential conflict of interest" does not include the pecuniary effects arising out of:
 - Membership in a particular occupation or class
 - An action which would affect to the same degree a class consisting of an industry, occupation, or other group to which the board member, officer, employee or a member of their household belongs.
- "Actual Conflict of Interest" means any action or any decision or recommendation by a person acting in a capacity as a board member, officer or employee, the effect of which would be to the private pecuniary benefit or detriment of the person or the person's relative or any business with which the person or relative of the person is associated unless the pecuniary benefit or detriment arises out of the circumstances under the rules of "Potential Conflict of Interest" described above.

Board members who have an actual or potential conflict of interest should not participate in discussions or vote on matters affecting transactions between the organization and the other group. Employees who have an actual or potential conflict should not be substantively involved in decision making affecting such transactions.

Issues in question include but are not limited to:

- transactions involving the sale, purchase, lease, or rental of any property or other asset
- employment or rendition of services, personal or otherwise
- the award of any grant, contract, or subcontract
- the investment or deposit of any funds of the organization

In addition, DDA board members, officers, committee members, volunteers and employees shall not use DDA facilities, equipment (e.g., computers, copiers, and phones), postage, or supplies for their own private use or gain or the use or gain of another person or entity.

Risk Management

The executive committee will annually review the organization's need for general liability and director's and officer's liability insurance, as well as take other actions to mitigate risks with direction from the entirety of the Board of Directors

Openness and Disclosure

The DDA will provide comprehensive and timely information to all supporters and the local community. All reasonable requests for information will be responded to as soon as possible.

Section IV. Board of Directors

General Responsibilities of the Board

The board assumes legal and ethical responsibility for all DDA activities and approving of the annual program budget. The board of directors is responsible for maximizing volunteer involvement in the downtown revitalization efforts. Collectively, the board makes decisions about the program's direction and monitors progress on a regular basis. The board is responsible for fundraising, in addition to supporting work of the committees by volunteering time and expertise. The board is responsible for fulfilling the legal and financial requirements in the conduct of its business affairs as a nonprofit organization. The organization shall comply with all laws and regulations and shall adhere to sound accounting principles that produce reliable financial information, ensure fiscal responsibility, and build public trust. Ultimately, the board is legally responsible for all financial transactions of the organization and ensuring the financial stability of the organization. The board is also responsible for directing and overseeing the work of the executive director/manager.

*As a board member you shall serve on one (1) of the four (4) Committees. This will allow you to work with other supporters of the organization and will allow for more volunteer engagement from our general supporters/business community. This will also allow for you to have a balance of volunteer, family, and work time. For more information on committees see Section 5. Committees.

Items to be included on the board agenda should be sent to the secretary and executive director/manager one week in advance of the board meeting. Agendas, minutes and supporting documentation should be sent out 72 hours in advance of the meeting by the board secretary or manager/director. Agendas should break up topics into voting items and information items. Voting items will be listed to prioritize this element of board business. There is an expectation that all documents are read by all parties in advance. Minutes will reflect action items & the decision made. Discussion notes are not required.

Individual Standards

As representatives of a well-functioning Main Street Program, each board member shall commit to the following:

- Learn and promote the purpose and activities of the DDA and the Main Street Approach (TM)
- Attend scheduled board meetings or provide advanced notification when absence is necessary.
- Actively participate on one of the DDA's four standing committees
- Actively participate in specific activities or projects promoted by the board which may include:
 - o Fundraising.
 - o Sustainership recruitment.
 - o Representation on behalf of the program at meetings or events.
- Stay informed and engage with the purpose and activities of the DDA, and participate in board decisions, with regard to management and policies of the organization.
- Attend professional development opportunities with Oregon Main Street.
- Support the executive director/manager in the implementation of their duties and advocate for systems and processes that support their ability to be successful.

Ex Officio Board Members

The ex-officio positions listed in the by-laws are one (1) from the City of Dallas and one (1) being the current mayor of the City of Dallas. It is also recommended that there be an ex-officio from county representative and an ex-officio chamber representative if neither of these are represented by an already sitting board member. These positions are non-voting and will bring guidance and expertise to each board meeting and to the organization. Ex-officio members are not expected to serve on committees nor participate in fundraising. However, each ex-officio is asked to follow the DDA's Ethics and Accountability policy (see: Section III. Ethics and Accountability).

Section V. Committees

Importance of DDA Committees

Committees are the backbone of DDA's revitalization effort. The DDA will have four (4) standing committees: organization, promotion, design, and economic vitality. In addition, each of the four (4) operational committees may create long or short-term sub-committees to address specific

needs or situations. The board may form a sub-committee or task force to handle specific situations or issues that do not fall under one of the four (4) standing committees. The board may also form an executive committee composed of the officers of the board. The executive committee may suggest a course of action to the full board to vote upon. If the board at the time of the issue is seven (7) then the executive committee would represent a majority at four (4) and would therefore be able to proceed without a full board vote.

Committee Responsibilities

Each of the four (4) standing committees has responsibility for certain functions.

Outreach (Organization) Committee:

The organizing component of the Main Street Approach™ lays the foundation to support a successful revitalization effort by ensuring adequate people and financial resources are available to implement approved projects and activities. Specifically, the Outreach Committee is responsible for coordinating:

- Communication strategies to create awareness of the overall revitalization effort and promote the purpose and activities of the organization
- Volunteer and leadership development, including recruitment, training, and recognition
- Developing an overall fundraising plan
- Fiscal oversight to ensure appropriate policies are in place and required reporting is completed

Economic Vitality Committee:

Economic vitality strengthens a community's existing economic assets while expanding and diversifying its economic base. The Main Street organization helps sharpen the competitiveness of existing business owners, helps to foster entrepreneurial start-ups and expansions, and recruits compatible new businesses and new economic uses to build a commercial district to create jobs and to respond to today's consumers' needs. Converting unused or underused commercial space into economically productive property also helps boost the profitability and sales tax revenue of the district.

- Build up local economies by expanding the role entrepreneurs and innovation play downtown
- Strengthening existing businesses and recruiting new ones
- Infrastructure reuse—finding new economic uses for traditional Main Street buildings
- Develop financial incentives and capital for business improvement and retail operations layout
- Understanding the changing market—identifying both potential shoppers and the competition.

Design Committee:

Shapes the physical appearance and ambiance of downtown with special emphasis on historic preservation, building restoration/improvements, pedestrian friendly environments, beautification, artfulness, and a positive image that is appealing to residents, businesses, investors, and visitors alike. Facilitates loans, grants and other such mechanisms to further

these goals and objectives. Works closely with consultants and subject matter experts to pursue good design and preservation of the historic character of downtown and its beautiful streetscape as its unique and durable theme and attraction. Informs and educates the public and officials at all levels of the benefits of a beautiful and alluring downtown, forms collaborative partnerships to encourage teamwork to these ends and plans far into the future with persistence and alacrity to ensure these principles endure for generations to come.

- Educate others about design to enhance the image of each business as well as that of the district
- Provide design expertise to encourage quality improvements to private properties and public spaces
- Planning Main Street's development—guiding future growth and shaping regulations
- Motivating others to make changes by creating incentives and targeting key projects.

Promotion Committee:

Promotion sells a positive image of the downtown district and encourages consumers and investors to live, work, shop, play, and invest there. By marketing a district's unique characteristics to residents, investors, business owners and visitors, an effective promotional strategy forges a positive image through advertising, media relations, retail promotional activity, special events and marketing campaigns carried out by local volunteers. These activities improve consumer and investor confidence in the district and encourage commercial activity and investment in the area by identifying and appealing to the district's market niches.

- Identifying downtown assets to promote—including people, buildings, heritage, and institutions
- Defining Main Street's market niche—its unique position in the marketplace.
- Campaigns, promotions, and special events to bring people downtown.

Committee Chairs

The committee chair shall be selected by the committee at the first meeting of the year and brought for approval at the next board meeting or within 45 days of selection, if selected at a later date. The committee chairs call meetings, prepare meeting agendas, and preside over meetings. Chairs should recruit and inspire volunteers with their own work and commitment. Specifically, committee chairs' responsibilities include:

- All committee chairs will work in coordination with the executive director/program manager; if no executive director, or program manager, the committee chair will work in coordination with the president.
- Recruiting committee members.
- Running meetings.
- Completing an annual work plan and budget for board approval
- Organizing work plans and keeping the committee "on-track" with work plans.
- Forging consensus.
- The committee chair will submit committee reports to the board secretary and executive director to be included in the board agenda. Reports or minutes need to be submitted one week prior to the board meeting. Reports will reflect action items & the decision

made. Discussion notes are not required. No report is required if the committee did not meet that month and has no new business to report.

- Working to coordinate project logistics with employees and or officers, such as permitting, insurance coverage and check writing.
- Coordinate with other committee chairs to avoid overlap, duplication or conflicts and to encourage collaboration to avoid committees working in silos. Committee chairs are encouraged to attend board meetings if possible.

Committee Members

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

- Committing to at least one year of service.
- Committing to regular committee meetings and subcommittee meetings, as necessary.
- Reading orientation materials.
- Learning about the Main Street Approach to downtown revitalization.
- Recruiting and orienting new members.
- Preparing in advance for meetings.
- Cooperatively drafting an annual work plan.
- Taking responsibility for projects.

Committee Work Plan & Budgeting

Work plans and budgets are created at the committee level, on a yearly basis. Development of the DDA's work plans will begin in the fall, prior to the beginning of the fiscal year. The plans are submitted to the board for presentation at the November or December board meeting. A work plan overview that lists committee goals and objectives and activities will be presented to the board for review and approval and for use in the budgeting process.

Work plan drafts should be completed by each committee and presented to the executive director or program manager; if no executive director or program manager exists, these work plans will be presented to the president. The work plans will include, at a minimum, a list of tasks to complete each activity, the lead person assigned to each task, amount of staff time needed if applicable, timeline for each task, and budget amount. The board will make a decision for each activity plan based upon its affordability, feasibility, and whether it follows the organization's mission.

Each committee will provide a strategy for adequate funding to the executive director or program manager yearly. During the November or December board meeting, budgets will be reviewed and approved. If additional funding is required during the CY, the board must approve the increase.

Section VI. Process and Practices

Decision Making Process

All major decisions made on behalf of the DDA will be made by a vote of the board.

The DDA will generally follow Robert's Rules of Order for procedural questions, particularly as they apply to small organizations where a certain degree of flexibility is encouraged. Exceptions will apply when other rules are specifically provided in the articles of incorporation or bylaws.

Annual Report

An annual calendar year report will be prepared and published in the first quarter of the following year in a standardized format. Example of report will include a list of board members and employees, the DDA's mission statement, information on program activities, year-end financial information (at a minimum the organization's total income, expenses, and net assets plus grants), as well as other information which helps paint the picture of important happenings of that calendar year. This report should also function as the DDA's annual historical report to provide detailed information to future generations as to the growth and development of the organization. The annual report will be filed in digital format.

Program Evaluation

The DDA will periodically review its effectiveness and will have mechanisms in place to incorporate lessons learned. The organization is committed to be responsive to changes in the field of downtown revitalization and to the needs of the downtown. As such, it will examine "best practices" in these areas and will strive to adopt them if they are reviewed as productive.

Spokespeople

The president and the executive director/manager will serve as the primary spokespeople for the DDA. Committee chairs, in coordination with the executive director/president, may be called on to provide information to various sources in relation to specific projects or activities of their committee. No other individuals, without specific board approval, may speak on behalf of the organization. All designated spokespeople must represent the board's position and priorities, not their personal opinion(s). Press releases containing potentially controversial information will be reviewed by the board president.

Order to be designated to be spokesperson or issue press release:

1. Executive Director/Manager
2. President
3. Assigned board Member approved by Board of Directors
4. Committee chairs as requested

Avoidance of Political Issues

As a 501(c)3 organization, it is important that the DDA not engage in advocating for any candidate in an election or ballot measure, as this could result in the loss of our tax-exempt status. Beyond that, in general, the board discourages engagement with controversial public issues that are not central to the mission and purposes of the DDA. Even at that, care must be

taken to ensure that there is a fair unanimity in the organization regarding the merits of any potentially contentious issue upon which the organization wants to take a position.

Publicity

Any opportunities for positive press should be pursued. The board will review any major potential publicity ideas and approve those which are appropriate. Copies of articles should be retained electronically as part of the archive.

Presentations

Board president or the executive director/manager will schedule all presentations to organizations, companies, or interested individuals. If possible, two DDA representatives should be present at each presentation. The executive director/manager should be one of those two people.

Grants

The president or executive director/manager will approve all grant applications made in the name of the DDA. Potential grants must clearly fall within the mission of the DDA and be for projects relating to the DDA's strategic plan, current work plans and/or to address an emerging local issue of importance to the DDA. All grants awarded should be presented to the board.

In general, grant concepts will be initiated by the appropriate standing committee and with the approval of the board, will be drawn up by the committee in complete draft form. Depending on the conceptual design of the project, the board can either specify that it needs to approve the final application before it is submitted to the grantor or it can delegate that approval authority to the DDA president or executive director/manager which would serve to expedite the process. Any large grants, those requiring significant management or those with potential difficulties/challenges should be brought before the board before application.

Employees and committees will keep records, books, and materials in accordance with the requirements set forth in any acquired grant. Final reports following the execution of any grant will be the responsibility of the committee managing the grant and will be routed through the executive director/manager and presented to the board.

The board recognizes that administering a grant is time consuming, thus much of the effort must fall to the initiating committee for its management. In all cases however, the executive director/manager should be kept in the loop to assure that all grant programs are fully orchestrated throughout all their steps to include board involvement where appropriate.

Once a grant has become official, the requirements of that grant will supersede any DDA policies related to that grant. For example, contractor bid requirements, accounting procedures and reporting requirements may differ from the policies and procedures of the DDA. For the purposes of implementing a particular grant and fulfilling the grant requirements, the grant regulations will be followed.

Contracts

Any agreement requiring a financial obligation should be signed by the president. Any expenditure \$2000 or beyond must receive board approval. Any contract establishing an agreement obliging the DDA to perform services should be brought before the board.

Letters of Support

The DDA may receive requests for letters of support for various programs, projects or causes. Letters of support will only be written when the following points have been addressed and followed by an affirmative vote of the board:

- The issue pertains to the mission of the DDA
- The issue relates to matters of DDA interests within the DDA's district boundaries
- The board has been furnished with adequate information and time to make an informed decision
- The request doesn't conflict with the organization's nonprofit status, for example, the support of a political candidate or ballot measure.

A copy of each request and board response/action will be retained in the DDA electronic archive.

Succession Planning

In the event of an unplanned departure of the executive director/manager, operations will continue with committee chairs ensuring the execution of their plans and the board officers taking on the minimal amount of responsibility necessary to ensure basic operations continue. The president will handle outside communications, contracts and facilitate previously scheduled obligations, the vice-president will oversee any committee business that requires facilitation or coordination, the secretary will take responsibility for the calendar, agendas, minutes, and documentation collection, and the treasurer will ensure bills are paid and finances are accounted for properly. Other board members may be called upon to help with these duties.

In the event of a planned departure, the executive director/manager will outline their basic duties, timelines, important contacts and plans for the next two months to ease the transition. Any long-term contracts, calendars, financial responsibilities or relevant information will be shared with the board to ensure continuity. Responsibility for maintaining basic operations is listed in the unplanned departure planning until the position can be filled.

The executive director/manager should have a list of essential passwords and contacts that can be passed on to the relevant responsible parties.

Section VII. Administration

Oregon Main Street Requirements

All requirements from the Oregon Main Street Program to maintain the DDA's current status or higher level will be highly prioritized, for example, the timely submission of accurate reports.

For the use of OMS, grant funders and others, the Executive Director/Manager will keep a complete record of volunteer hours on a quarterly basis.

Daily Operations

Daily operations of the DDA are managed by the executive director/manager under the direction of the board as decided at board meetings. The executive director/manager maintains the required documentation, bookkeeping, accounting and reporting for all relevant agencies, and facilitates the monitoring and implementation of committee work plans as approved at yearly board meetings. The executive director/manager also serves as the community liaison and meets with stakeholders to promote the DDA mission and garner support for the organization. Individual committee or board member requests outside of this scope should be mindful of these priorities.

Master Calendar

The public presentation of the operations of the DDA as orchestrated by the executive director/manager will be made by the creation and regular updating of a master calendar of DDA activities. This master calendar will be formulated in an easy-to-comprehend manner each November for the following calendar year and updated when any changes occur but at least monthly. Notations on the calendar will include at the very minimum the following: all DDA gatherings to include board, committees, and general member meetings, DDA events and significant community events.

Record Keeping

In January of each year, the board will review the organization's backup systems to ensure that the mechanisms in place are adequately preserving the essential documentation of the DDA and is doing so in a modern and cost-effective manner, both as to the print and digital record.

Cybersecurity

At least annually, the executive director/manager shall conduct an evaluation for the security of the cyber operations and security of the DDA data and financial systems.

Social Media

All policies related to communication, spokespeople, political involvement and other relevant policies also apply to social media and website publications. There are no inherent exceptions and caution should be taken to ensure that the DDA's positive reputation and credibility is reflected in these arenas.

Email/Internet Usage

Email and internet use is intended for business-related purposes only. Employees or volunteers will not use the DDA email or internet system in a way that may be viewed as insulting, disruptive, or offensive by other persons. Internet access may be monitored to ensure compliance with this policy. Incidental and occasional personal use of email is permitted provided it is not for political or personal gain. These messages will be treated the same as other messages and may be monitored. Employees should not use email to transmit any

message they would not want to read by a third party since management can access personal messages without prior notice.

Wireless Communication Devices

Wireless communication devices owned or leased by the DDA are to be used to conduct DDA business-related activity. Discretion must be used in discussing confidential or sensitive information on wireless devices. Personal use is allowed if the use is brief in duration, does not occur often, does not interfere with official job duties, and is the most effective use of time and resources.

Section VIII. Finances

Fiscal Year

The DDA's fiscal year matches the calendar year.

Donations

Receipts will be issued for all contributions upon request.

Financial Accounts and Checks

The financial accounts will have a minimum of 2 authorized signers designated by the board of directors. All checks, drafts, and other instruments used for payment of money and all instruments of transfer of securities shall be signed by an officer(s) designated by the board of directors

Deposits will be made within 5-7 business days. The executive director/manager and at least one member of the executive committee will count all cash and checks at the conclusion of cash generating activities.

Support of Outside Endeavors

The DDA supports other endeavors that operate separately but with a similar mission to the DDA, supporting the downtown, the community and involvement in worthy causes. As such, these groups sometimes utilize the DDA as a financial body for their project. To do so, the DDA requires a plan as to how they will account for finances, a budget, their insurance coverage plan if it involves additional coverage and a disclosure of any exposure risks. The outside group is responsible for ensuring proper permitting and adhering to their financial obligations. In exchange for utilizing the DDA services, the DDA requires listing as a sponsor of the program or event. Groups shall sign a contract indicating their understanding of these requirements and agreeing to be financially responsible for any costs incurred that may remain uncovered by their fundraising.

Purchasing

The executive director/manager purchases all supplies and equipment. These items should be purchased from local businesses when possible. The board must approve all purchases not in the budget or those exceeding the budgeted amount. A reasonable effort must be made to

investigate at least three different sources for products or professional services which exceed \$2000 and submit this information to the board for consideration. Established relationships with contractors that have already been chosen through this process may continue without utilizing this process for each new endeavor. If purchases are the result of a grant, then the grant requirements supersede DDA policies.

Paying Invoices

The treasurer will be responsible for paying the organization's bills in a timely manner. The organization's checkbook will reside with the treasurer or an appointed designee.

Travel Reimbursement

Oregon Main Street conferences require at least one attendee. The executive director/manager or president will attend or designate someone. Travel reimbursement for these expenses is the responsibility of the organization. Other travel reimbursement will be reviewed and approved by the board on a case-by-case basis.

Financial Records

The treasurer will present financial statements to the board at the regularly scheduled monthly meeting. The statement will include activity and overall financial position year to date totals. Within two months after the close of the fiscal year, the treasurer will prepare a year-end financial statement showing in reasonable detail the source and application of the previous year's funds and the financial condition of the organization.

- This statement will be presented to the board at the following board meeting.
- All essential or legally required financial records of the organization will reside in the DDA office and will be maintained by executive director /manager or treasurer. Bank accounts will be reconciled monthly utilizing an electronic system.
- Upon receipt of money due, vendors shall receive payment within 45 days.
- Any contribution, grant, or gift earmarked for a specific activity will be tracked and reported on in a separate restricted fund account.
- The DDA will keep records open to audit for three years. These records will be kept in accordance with Generally Accepted Accounting Principles.

Section IX. Sustaining the DDA

Eligibility

Any business, organization, or individual may become a Supporter of the DDA. Residency within the official boundaries of the DDA established in the bylaws is not a requirement.

Forms of Support

- **Sustainership:** The DDA is a sustainership organization. Any individual, business, or organization desiring to become a sustainer of the DDA may do so in such form as the board of directors shall prescribe.
- **Trade:** The board can establish a trade between another organization. The trade supporter receives the same support benefits as any other membership.
- **Sponsorships:** businesses and others may support the DDA through sponsorships of specific events or programs. These sponsorships can be in the form of monetary or trade of goods or services.

Renewals and Collection

- The treasurer in partnership with the executive director and organizational committee will ensure that annual invoices are issued. All invoices will be mailed, emailed or hand delivered no later than April 1st.
- Terms of payment on the invoice shall be 30 days. If no payment is made, the treasurer or executive director/manager will ensure a copy of the original invoice will be sent to the member. The method of delivery will be determined by the treasurer, executive director, and organizational committee.
- Board members will meet with downtown organizations and businesses to encourage their support of the DDA and deliver material. Soliciting sustainers is the responsibility of the board of directors.