



2011 BOARD OF DIRECTORS MANUAL

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MISSION STATEMENT

“The purpose of the Incentive Manufacturers Representatives Alliance is to promote the highest professional standards of incentive representation through the education and inter-action of its representative and manufacturer members thereby contributing to the growth, understanding and excellence of the Incentive Industry.”



RESPONSIBILITIES OF A BOARD OF DIRECTORS

Whether corporate or charitable, a Board of Directors has five basic functions: Policy Administration, Financial Management, Long Range Planning and Evaluation, Organizational Continuity, and Public Community Relations.

POLICY ADMINISTRATION

Policies govern the operations and directions of an organization. They should be broad in scope and few in number. These policies in effect establish a framework for much of the Board's decision making. Policies provide a stable framework within which any organization can handle change.

As directors, you make policy, follow policy and review it. That last duty is essential. Policies are not cast in stone. Failure to review and change policies to reflect the needs of a community or a constituency can spell doom for an organization or agency.

FINANCIAL MANAGEMENT

There are two major divisions in financial management: the first is accountability, the second is resource development. The Board of Directors is accountable to its membership for adequate budgeting and annual audits. Budgeting is not the sole province of the treasurer or the finance committee or the staff. Every Board member must understand any budget adopted by the Board. Further, every Board member should examine the annual audit. Ask questions. Do not be intimidated by all those people who appear to be knowledgeable. Appearances may be deceiving.

Agencies and organizations with endowments have special obligations to see that those funds are managed appropriately. Endowments frequently have restricted funds. Your duty as a Board member is to see that restricted funds are not misused.

In this time of recession and federal budget cuts agencies will be hard pressed to balance their budgets. Deficit spending can lead to closing. Every financial decision must be made according to your best judgment, weighing all the facts and potential consequences.

The second aspect of financial management is resource development, or "fund raising." Managing an endowment may be part of this resource development but more frequently we are talking about supporting annual sponsorship campaigns and developing new sources of revenue.

LONG RANGE PLANNING AND EVALUATION

Another important function of the Board is long range planning and evaluation. This is a function frequently ignored, sometimes because the Board is unaware of its importance or because their time is spent on immediate issues. This often means the organization is operating by crisis management and less efficiently than it might. Without a plan, every task force or committee may be operating independently, setting its own direction rather than working toward common goals.

A long-range plan demands evaluation frequently and revision as climates change. Lurching along day-by-day or month-by-month or even year-by-year is only short term planning. Long range planning involves looking ahead at least three years - five years based on current and past reality. It is a process of planning for change. Without it, organizations may stagnate or frankly outlive their purpose or usefulness.

ORGANIZATIONAL CONTINUITY

A fourth function of the Board is organizational continuity, hiring and evaluating a Chief Executive Officer. It is important to understand the function of the Board vis a vis an Executive Director. Once an Executive Director is hired that director must be allowed to manage. That includes hiring and firing the rest of the staff, implementing policy, planning with staff, etc. Evaluating the Executive Director is also a function of the Board. The Executive's performance is appraised against mutually acceptable goals/objectives or standards. A board should not measure an agency's directors against standards, which haven't been communicated, with that Director. To do so is a bit like making up rules after a game has started. Appraisal must be done at least annually. Anything less is a disservice to the Director and the Board.

PUBLIC RELATIONS

Finally, we come to the Public and/or Community Relations function of the Board. It is important to let the public know who you are and what you are about. Organizations need to tell their story so that potential clients are aware of available services. Telling one's story is the public relations aspect, working with all forms of media.

Community Relations suggests living cooperatively within one's industry community; it means establishing and fostering relationships with organizations of both similar and diverse purposes. Collaborations, coalitions, and partnerships are essential when resources are few.

Paying attention to both public and community relations will assist the fund raising efforts of the Board as well.

BOARD STRUCTURE

The Board by virtue of its adherence to state regulations is responsible for bylaws, which govern the internal affairs of the organization. Bylaws spell out the purpose of the organization, the Board's powers, procedures for meeting, committee structure, duties of officers, the Executive Director's responsibilities and procedures for amending bylaws.

Boards of Directors who ignore their bylaws, who make decisions without quorum, who govern in the absence of established policies, are not serving their constituencies and are not effective in the long term.

BOARD/STAFF

The best set of personnel policies in the world will not ensure smooth Board/Staff relationships. What does lead to good working relationships: open lines of communication, mutually accepted goals, objectives and expectations, clear lines of authority, respect, and mature and professional performance.

Staff members are hired for their expertise. They need to demonstrate that expertise and have the opportunity for growth. Staff members are neither less than nor more than Board members. They have an equal commitment to the purpose of the organization.

Board meetings will be effective, efficient and satisfying if every Board member arrives fully prepared. That means receiving prior to the meeting, an agenda, minutes and background material for any major discussions and for decisions. Better to postpone a decision or call an extra meeting than force people to make decisions based on scanty material or limited study. Of course, some formal use of parliamentary procedure is critical to prevent chaos and ensure that everyone's rights are protected.



RESPONSIBILITIES OF AN INDIVIDUAL BOARD MEMBER

State statutes declare that directors "shall perform...in good faith in a manner...believe(d) to be in the best interests of the corporation and with such care an ordinarily prudent person in a like position would use under similar circumstances. What that means in plain English is that you will use good judgment and common sense; that you will attend meetings as well prepared as possible and ask questions. If at any time you differ with a decision about to be made because that decision may violate public trust or break the law, go on record as to how you are voting. Board members are accountable for the actions of the Board. With an increasingly litigious society non-profit boards may be more frequently taken to court for their action or inaction.

As a Director, you are responsible to:

1. Be interested in IMRA's program and believe in its purpose.
2. Know and understand IMRA's goals and objectives and how they are determined and implemented.
3. Assist in policy definition, financial management, long range planning and evaluation, organizational continuity and public relations.
4. Attend Board and committee meetings and remain informed about IMRA's services and programs.
5. Keep official Board conversations confidential until actions are approved.
6. Understand the legal responsibilities of Board members. Avoid the substance or appearance of conflict of interest. Be aware of Board responsibility.
7. Know IMRA's budget, budget process and financial situation.
8. Understand and accept the differences in the roles of the Board member, Executive Director, staff members and committees.
9. Help develop the funds to meet the budget.
10. Establish and participate in nominating and electing procedures.
11. Use good communication skills, maintain confidentiality and observe established lines of authority and communication.
12. Recognize and respect deadlines.
13. Provide good public relations.
14. Know your industry and the professional image of IMRA.
15. Be familiar with other organizations providing related services.
16. Anticipate and initiate change when necessary.
17. Be familiar with IMRA's administrative procedures.

GUIDELINES FOR BOARD LIAISONS

Each member of the Board of Directors will not only be asked to voice their views on policy matters, but will also be responsible for specific committee functions in their role as a committee Board Liaison. As a Board Liaison, you will be expected to:

1. Attend committee meetings.
2. Communicate to the committee the scope of its activities as directed by the Board.
3. Report to the Board on the committee's actions and the status of their assigned projects.
4. Determine committee's budget requirements and submit to the Treasurer for Board approval.
5. Follow-up on the committee's plan of action and monitor the committee's progress in completing their assignments.
6. Work closely with the Committee Chairperson and participants. The Board Liaison will be asked to evaluate the members' participation at the end of the year and make recommendations concerning an individual's reassignment or appointment to new committees.
7. Identify potential leaders from the committees' ranks. IMRA's future committee Chairs and Directors will come from the Committee system. The Board Liaison will be in the best position to recommend suitable candidates for the positions of Committee Chairs and Directors.
8. Submit a year-end Committee Report to the Board for review at the Marketing Conference Directors meeting.

COMMITTEE/TASK FORCE GUIDELINES

Committees and task forces are the organizational structure of the Board. A task force is usually assigned to accomplish a specific project in a relatively short period of time. A committee is usually organized around an ongoing process such as nominating or membership recruitment. Committees may develop task forces to accomplish their work or the Board may appoint task forces to explore a specific issue or complete a specific project. It is through committees and task forces the Board of Directors accomplishes the myriad tasks related to its responsibilities and realizes the objectives of the long-range plan. Committees and task forces allow broader participation of the members of the organization. Committees and task forces should be viewed as the training ground for future leaders of the organization.

Meetings of the committee/task force should be informal and loosely structured so that members can participate freely in problem solving and decision-making. A productive meeting, however, demands an agenda and minutes.

Agendas for committee/task force meetings can be drawn by the entire committee or chair prior to their scheduled meeting and amended as necessary during the meeting.

Minutes of the committee/task force should reflect the decision making process in addition to the decisions and recommendations of the group. They should be distributed prior to each meeting not only to committee members but also to appropriate Board Liaison etc.

A committee's/task force's recommendations for Board action must be accompanied by supportive material all delivered in a timely manner so that board members have adequate time for study prior to the board meeting.



GUIDELINES FOR SELECTION OF OFFICERS AND COMMITTEE/TASK FORCE CHAIRPERSONS

Careful selection of Officers and Committee /Task Force Chairpersons is vitally important to the organization. Therefore, these suggestions have been set forth to guide this activity:

1. The initial planning for selection of Committee/Task Force Chairpersons and Officers is a responsibility of the Board of Directors.
2. The Board of Directors has the power to make final decisions, accept committee appointments recommended by the President through the Executive Committee, and the power to elect Officers at its first meeting following the Board of Directors election.
3. Individuals being considered as officers of the Association shall have demonstrated leadership capabilities and have a broad awareness of the Association's activities.
4. Individuals being considered for a Vice President or President shall have served as Chairperson of a major committee.
5. Committee/Task Force Chairpersons will be appointed by the President with the approval of the Executive Committee and when possible, should be chosen from the ranks of the committee, which provides a background of experience for more effective committee functions.
6. The Executive Committee and the Executive Director shall meet in January to discuss future leadership and begin the Committee appointment process. Deadline for conclusion of this function is to be completed in enough time to notify the membership of Committee appointments thirty (30) days in advance of the Annual Membership meeting.
7. A list of recommendations for committee membership and leadership should be ready for presentation to the Executive Committee at the January meeting.
8. Following input by the Executive Committee, a final recommendation shall be submitted to the Board of Directors at its meeting during the Marketing Conference.
9. The President and the Executive Director are responsible for filling vacancies and maintaining a complete committee roster between meetings.

Prepared: 3/7/87
Revised: 3/4/89
Revised: 03/00



Work Group/Committee Overviews

WORK GROUPS/COMMITTEES

Committee/task forces are the organizational structure of the Board. It is through these committees/task forces that the Board of Directors accomplishes its numerous tasks related to its responsibilities.

Efficiency at the Board table requires effective committees and task forces. Committee/task force work should not be done at Board meetings. The structure of a committee or task forces allows thorough exploration of issues. Agendas and minutes are as essential to committee function as they are to the Board. Decisions at the committee/task force level are frequently reached by consensus.

Discussion of all sides of an issue leads to a motion or resolution to be taken to the entire Board. If a committee/task force has been thorough the Board will be supportive. Frustration occurs at the Board only when its members have not been adequately briefed before being called upon to make a decision.

EXECUTIVE COMMITTEE

An Executive Committee usually functions between meetings of the Board. It may, with the Executive Director, establish the Board agenda. Actions taken by the Executive committee between meetings of the Board are usually presented for ratification by the Board. Executive committees can become very powerful. They can usurp the board's decision-making role. If you see that happen, stand up, challenge them, demand to be heard.

EDUCATION

1) Help create presentations topics for the following events where IMRA is invited to present. Review the invitations and requirements from each event (There are applications to complete in order to have a presentation approved by the event planners) and offer concepts to your board liaison. Once the board has reviewed the concepts (The board only wants to review and stay informed on what you're planning) your next step is to see that the application is submitted to the event planners and then assist in recruiting presenters and possibly assisting presenters and staff in creating the content for the presentation. Currently we have opportunities to present at the following events:

- PPAI Expo Show
- IMRA Marketing Conference
- IMA Summit

2) Develop Webinars for Members on current topics relevant to the incentive industry and/or running an independent business.

3) Outreach - Work with Incentive marketplace publications to open up opportunities to offer content for articles that promote the IMRA interest.

MARKETING CONFERENCE

Each conference takes on its own flavor for planning due to the location, available activities near the hotel, and issues in the marketplace at the time of the conference. Here are some of the main areas that normally are part of conference planning. These can be combined into one committee/or task forces where it makes sense to do so.

- Conference Theme/Specific Objectives
- Sales Meetings
- Educations: Keynote, Breakouts for Reps/Manufacturers/ General Sessions
- Silent Auction
- Sponsorships: Create sponsorship opportunities and recruit sponsors
- Networking Events
- Registration Gifts & Greeting on registration day
- Golf Tournament/Leisure Event

MANAGEMENT REVIEW

While the Board hires only the Executive Director who in turn hires all other staff, the Board is charged with developing the personnel policies implemented by the Director. These policies should include equal opportunity guidelines, hiring and firing procedures, work hours, vacations, benefits, salary ranges, grievance procedures, job descriptions, and performance appraisal. The personnel committee acting on behalf of the Board sees to the implementation of these policies.

MEMBERSHIP RECRUITMENT

Review the membership criteria in our current bylaws and become familiar with what types of membership are possible. Be aware that IMRA membership is a second step in the membership process and that all IMRA members are IMA members first. No one belongs to IMRA only. If a potential member is not an IMA member you will want to offer them the benefits of IMA membership *and* IMRA membership as a package.

- Review the IMA membership roster and the RepLink subscriber list (RepLink will gladly provide us with this) to locate potential new members. Every year there are companies and individuals that join IMA or are a RepLink subscriber but have not taken the step of joining IMRA.
- Recruit associate members.
- Survey the marketplace for potential new members, including position changes and new companies that enter the marketplace.
- Consider any new IMRA member benefits that would add value to members.

NETWORKING EVENTS

Become familiar with the planning and operation of our three current Networking Events. Evaluate them and make recommendations on how you believe the events could be improved. The soft financial objective for each event is to come away with a minimum of a 10% gross profit revenue back to IMRA's treasury. Submit your ideas to the IMRA board liaison for review. Some areas to focus on:

- Increasing sponsorship revenue
- Advertising and promoting the events
- Venue, menu and entertainment
- Other issues as you uncover them.

Our current events are:

- PPAI Expo January Las Vegas
- Annual Marketing Conference
- IMRA Café' at the Motivation Show- Chicago; September
- Recommend new ones....

NOMINATING

The nominating committee of any Board is an essential part of the management continuity function of the organization. The nominating committee must consider the needs of the Board and the needs of the membership or clientele served by the organization. Representation on boards should be diverse. Consequently nominating plays a key role in balancing the Board. Continuity must be maintained all the while providing for new talent, new directors on a rotating basis.

Nominating committees are also in the business of leadership development since they slate officers for the Board. They are also responsible for Board orientation.

PUBLICATIONS

IMRA currently has two publication vehicles. Inside IMRA Newsletter published quarterly and our website: www.imraonline.org. Here are some areas to focus on:

- IMRA website. The current content needs a thorough review and refresh where appropriate.
- Suggestions for enhancing the content of the website with new material.
- Suggestions for wider use of the website by both our membership and as a tool to promote IMRA to the marketplace.
- Inside IMRA. Develop an editorial calendar; develop original content for the newsletter; review content for each issue.

SCHOLARSHIP

Recommend policies for governing and administering funds for the Tabor Scholarship Fund. Develop funding sources.

TECHNOLOGY

- Recommend Rep/Link enhancements.
- Advise RepLink of training, program issues.
- Advise Members on new technologies applicable to their businesses.



EXECUTIVE COMMITTEE JOB DESCRIPTIONS

PRESIDENT

Basic Functions

1. Serves as chief elected officer, representing the entire membership and the best interests of the organization.
2. Exercises personal leadership in the motivation of other officers, board members, committee members and staff.
3. Helps establish goals and objectives for the organization during his/her term of office.
4. Acts as spokesperson and inspirational leader and takes an important part in monitoring and evaluating organizational performance and effectiveness.
5. Conducts all meetings according to parliamentary rules as established in the association's bylaws.

Duties, Responsibilities and Authority

Within the limits of the bylaws and established policies, the President is responsible and has authority to accomplish the duties set forth below:

1. Presides at, and attends all meetings of the Board of Directors and Executive Committee. Has the right to vote only in the event of a tie vote.
2. Sees that the Board of Directors and Executive committee are kept fully informed on the conditions and operations of the association.
3. Sees that basic policies and programs which will further the goals and objectives of the association are planned, formulated and presented to the Board of Directors.
4. Appoints chairpersons of association committees and task forces, outlines the purpose and duties of those committees and monitors the committees' progress.
5. Sees that the organizational structure of the association is reviewed annually.
6. Serves as Chairperson of the Management Review Committee and the Nominating Committee.
7. Supports and promotes policies and programs adopted by the Board of Directors.
8. Promotes active participation in the association by the membership and reports activities of the Board and the association to members by means of letters or publications.
9. Presents an annual report at the annual meeting at the end of his/her term.
10. Acts as spokesperson for the association to the press, legislative bodies and related organizations.
11. In cooperation with the Treasurer and the Executive Committee, develops, recommends and operates within an approved budget.
12. In cooperation with the Executive Committee, monitors show contributions, the budget and all financial matters of the association.
13. Sees that the finances of the association are audited annually.
14. Is responsible to the Board of Directors and, through the Board, to membership for seeing that the programs of the association reflect membership needs.

Revised: 4/98

Job Description for: VICE PRESIDENT

Basic Functions

1. Serves as the number two chief elected officer, representing the entire membership and the best interests of the organization.
2. Becomes fully acquainted with all programs and services of the association and assists the officers and staff in problem solving and capitalizing on opportunities.
3. Helps establish goals and objectives for the organization and becomes fully prepared to serve as chief elected officer of the association.

Duties, Responsibilities and Authority

Within the limits of the bylaws and established policies, the Executive Vice President is responsible for and has authority to accomplish the duties set forth below:

1. Serves as a member of the Executive Committee and the Board of Directors and attends all meetings.
2. Serves as an active leader within these two groups to help carry out the objectives of the association.
3. Serves as chief officer in charge of developing and implementing effective association meetings.
 - Analyzes meeting needs and helps develop general structure, programming, timing and scheduling to meet association needs.
 - Serves as meeting chairperson for portions of the meetings in cooperation with the President.
 - Submits reports to the Executive Committee and the Board of Directors at each meeting.
 - Works closely with the IMRA staff to carry out the above assigned responsibilities.
4. In the absence of the President or in this capacity assumes responsibilities connected with the President.
5. Attends all meetings of the association including Board and Executive Committee meetings, the Marketing Conference and annual membership meeting.
6. In cooperation with the Executive Committee, monitors show contributions, the budget and all financial matters of the association.
7. Serves as Chairperson of the Long Range Planning Committee.
8. Coordinates the annual performance review of the management company.
9. Performs such other duties that may be assigned from time to time by the President or by the Board of Directors.
10. Becomes thoroughly committed to the goals and objectives of the association and to the improvement of the organization.
11. Develops and improves personal leadership skills and knowledge of committee functions, procedural matters and rules of order that will enhance the position of Executive Vice President.

Revised: 1/30/94

Job Description for: SECRETARY

Basic Functions

1. Serves as the secretary of the organization representing the IMRA membership and helps develop the association's goals and objectives.
2. Becomes fully acquainted with all programs and services of the association and assists the officers and staff in problem solving and capitalizing on opportunities available to IMRA.
3. Keeps the records of the association under the supervision of the President and the Board of Directors.

Duties, Responsibilities and Authority

Within the limits of the bylaws and established policies, the Secretary is responsible for and has authority to accomplish the duties set forth below:

1. Serves as a member of the Executive Committee and the Board of Directors and attends all meetings.
2. Serves as an active leader within these two groups to help carry out the objectives of the association.
3. Serves as chief officer in charge of developing minutes and records of association activity.
 - Supervises the permanent records of all minutes of the meetings of the membership, the Board of Directors and the Executive Committee.
 - Reviews minutes of all meetings prior to distribution and upon approval, directs staff to enter minutes in the association's minute book.
 - Performs any other duties that are incidental to the office of secretary of the corporation under the laws of the state of New York.
 - Submits reports to the Executive Committee and the Board of Directors at each meeting.
 - Works closely with the IMRA staff in carrying out the above assigned responsibilities.
4. Reports to the Executive Committee and to the Board of Directors on the activities of assigned committees.
5. In cooperation with the Executive Committee, monitors show contributions, the budget and all financial matters of the association.
6. Becomes thoroughly committed to the goals and objectives of the association and to the improvement of the organization.
7. Develops and improves personal leadership skills and knowledge of committee functions, procedural matters and rules of order that will enhance qualifications in the future.

Revised: 1/30/94

Job Description for: TREASURER

Basic Functions

1. The Treasurer serves as the primary fiscal officer of the association and as such ascertains that the funds and financial affairs of the association are secure and properly handled.
2. The Treasurer is designated as the officer to be most fully informed about the association budget, general financial affairs and most accountable for prudent operation of any financially related matter.

Duties, Responsibilities and Authority

Within the limits of the bylaws and policies, the Treasurer is responsible for and has authority to accomplish the duties set forth in the bylaws and further stated below:

1. Serves as a member of the Executive Committee and the Board of Directors and attends all meetings.
2. Sees that the Board of Directors and the Executive Committee are kept fully informed of all financial matters connected with the operation of the association.
3. Maintains complete ongoing awareness of the provisions of the bylaws, which apply to financial operation.
4. Prepares, in cooperation with the IMRA staff, a recommended budget for each fiscal year for presentation to the Executive Committee and the Board of Directors for their consideration and approval.
5. Reviews the financial statements including a balance sheet and income and expense report and submits reports regarding the financial statements to the Executive Committee and the Board of Directors for their consideration and approval.
6. Maintains awareness of the fiscal responsibilities of the president according to policies of the Board of Directors for approval.
7. Studies and reports on acceptable association practice in the field of operating ratios, investment of reserve funds, etc.
7. Studies and makes recommendations on a fiscally sound financial operation and makes recommendations regarding development of Association revenue.
9. Supervises the Executive Committee in monitorin contributions, the budget and all financial matters of the association.
10. Serves as an active member of any financially oriented task force when called upon by the President.
12. Develops an increasing awareness of association opportunities and concerns, and becomes well informed about general operation of the association as one of its key elected officials.
13. Makes sure that all data of member companies handled by the President is absolutely confidential and that no provisions of the bylaws or other agreements are violated.
14. Reports to the Executive Committee and to the Board of Directors on the activities of assigned committees.

Revised: 1/30/2002



NOMINATING COMMITTEE GUIDELINES

In accordance with IMRA's Bylaws, the process for nominating candidates for the Board of Directors will comply with the following policy:

ARTICLE IV **Directors of the Association**

Section 3. One hundred and twenty days (120) days prior to the Annual Meeting, the President shall appoint a Chairperson of the Nominating Committee, who, with the approval of the Executive Committee, shall appoint a Nominating Committee consisting of six (6) additional members, three (3) each to be representative and manufacturer members. The Chairperson and at least one member from each of the two groups must be current Directors, but none of the members of the committee may be standing for election at the time they serve.

No less than (45) days prior to the Annual Meeting, the Nominating Committee shall submit a slate of Officers and Directors to the Board for its approval. Prior to presentation to the Board, each nominee must have received in writing a list of the duties of a Director, and consented in writing to serve.

No less than thirty (30) days prior to the Annual Meeting the approved slate shall be submitted to the membership.

Any eligible member in good standing may, at least sixty (60) days prior to the Annual Meeting, submit in writing to the Nominating Committee, his/her desire to serve as a Director, outlining his/her qualifications and understanding of the commitment involved. To this purpose the Nominating Committee shall make announcement to the membership at least ninety (90) days prior to the Annual Meeting that it is accepting such nomination requests. Such members who have so advised the Nominating Committee shall have their names included, without prejudice, in the slate submitted by the Board.

There shall be no nominations from the floor.

If there is more than one nominee for a position, nominees with the highest number of votes, as counted and certified by two officers, shall be elected to their respective positions.

Time Line to Annual Conference

- 120 Days Prior - President appoints a chairperson of the nominating committee
Chairperson appoints a nominating committee
(2 reps / 2 manufacturers)
- 90 Days Prior - Announce to membership request for nominations
- 45 Days Prior- Nominating Committee submits a slate of officers to the Board
- 30 Days Prior- The approved slate should be submitted to membership



Anna and Walt Tabor Educational Foundation Scholarship Program

THE MISSION OF THE SCHOLARSHIP PROGRAM

The Anna and Walt Tabor Educational Foundation Scholarship Program, DBA IMRA / TABOR SCHOLARSHIP was established by Walter H. Tabor, Jr. and the Incentive Manufacturers & Representatives Alliance (IMRA) Board of Directors with the continuing goals and objectives to:

1. Recognize and encourage studious ability and skilled academic performance among the children of IMRA members.
2. Encourage personal growth through participation in extracurricular activities within the civic and academic community.
3. Recognize intellectual growth and achievement.
4. Provide fiscal support that eases financial burden while encouraging the achievement of post-secondary education in college or vocational school programs. Scholarships are offered each year for full-time study at an accredited institution of the student's choice.

The IMRA / Tabor Scholarship will be funded and awarded by the Anna and Walt Tabor Educational Foundation.

This scholarship program is administered by Scholarship Management Services, a department of Scholarship America. Scholarship America is a national nonprofit educational support and student aid service organization that seeks to involve and assist the private sector in expanding educational opportunities and encouraging educational achievement. Awards are granted without regard to race, color, creed, religion, gender, disability, or national origin.

ELIGIBILITY

Applicants to the IMRA / Tabor Scholarship Program must be -

- Dependent* children, age 24 and under, of active members of IMRA with a minimum of two years membership prior to the application deadline date.

**Dependent children are defined as natural and legally adopted children or stepchildren living in the member's household or primarily supported by the member.*

- High school seniors or graduates who plan to enroll or students who are already enrolled in a full-time** undergraduate course of study at an accredited two- or four-year college or university or vocational-technical school.

***Full-time study is defined as full-time enrollment for the entire upcoming academic year.*

Students who attend U.S. military academies are not eligible to apply to this program.

Past recipients of this award are ineligible to reapply to the program.

AWARDS

If selected as a recipient, the student will receive a \$1,500.00 award. Up to four (4) awards will be granted each year. Awards are for undergraduate study and are one-time only.

APPLICATION

Interested students must complete the application and mail it along with a current, complete transcript of grades to Scholarship America postmarked no later than **December 31**. Grade reports are not acceptable. Online transcripts must display student name, school name, grade and credit hours earned for each course, and term in which each course was taken. Applicants will receive acknowledgment of receipt of their application. If an acknowledgment card is not received within three weeks, applicants may call Scholarship America to verify that the application has been received.

Applicants are responsible for gathering and submitting all necessary information. Applications are evaluated on the information supplied; therefore, answer all questions as completely as possible. Incomplete applications will not be evaluated. All information received is considered confidential and is reviewed only by Scholarship America.

SELECTION OF RECIPIENTS

Scholarship recipients are selected on the basis of academic record, demonstrated leadership and participation in school and community activities, honors, work experience, statement of goals and aspirations, unusual personal or family circumstances, an outside appraisal, and three letters of recommendation.

Selection of recipients is made by Scholarship America. In no instance does any officer, associate, or member of IMRA play a part in the selection. All applicants agree to accept the decision of Scholarship America as final.

Applicants will be notified in late February or early March. Not all applicants to the program will be selected as recipients. Applicants not receiving an award may reapply to the program each year they meet eligibility requirements.

PAYMENT OF SCHOLARSHIPS

IMRA / Tabor Scholarship payments are made by December 30 of the year after scholarship approval. Checks are mailed to each recipient's school in the student's name.

OBLIGATIONS

Recipients have no obligation to IMRA. They are, however, required to supply Scholarship America with complete transcripts when requested and to notify Scholarship America of any changes of address, school enrollment, or other relevant information.

REVISIONS

IMRA reserves the right to review the conditions and procedures of this scholarship program and to make changes at any time including termination of the program.

ADDITIONAL INFORMATION

Questions regarding the scholarship program should be addressed to:

Anna & Walt Tabor Educational
Foundation Scholarship
dba **IMRA / Tabor Scholarship**

Scholarship America – Mary L. Meyer
One Scholarship Way, P.O. Box 297
Saint Peter, MN 56082

Telephone: (507) 931-1682



Incentive Marketing Association

Approved Guidelines for Structure and Operation of SIGS

Approved: August 1, 2004

Revised: September, 2006

IMA Strategic Industry Groups will consist of member companies who share similar products, services, interests, and or geographic location.

- A SIG may be formed at the direction of ten or more IMA member companies who choose to organize as a SIG.
- The name of each SIG will incorporate the word "Council".
- SIGs may assess its members an annual fee in addition to the IMA company dues.
- To be a member of a Strategic Industry Group, a company must be a member of IMA. All affiliate members (additional individuals from a member company) who join the SIG must also be fully paid affiliate members of IMA.
- Non-members may attend the SIG's functions at the SIG's discretion.
- The SIG may elect its own officers and directors and may appoint its own committees and task forces.
- Each SIG will submit bylaws and policies for governance to the IMA Board for approval. Additions and/or changes to the SIG Bylaws must be approved by the IMA Board of Directors.
- A SIG may not enter into any agreement, written or implied, to sponsor, partner, endorse, and / or support a trade show or product by offering a logo or wording [SIG's name] without the consent of IMA.
- Each SIG should develop a Strategic Plan that identifies the goals and objectives established to fulfill the SIG's Mission and establishes an action plan for accomplishing these goals and objectives.
- A SIG will be represented by one (1) Director of its choosing on the IMA Board of Directors when its membership equals fifty (50) or more member companies. One hundred (100) or more member companies will entitle the SIG to two (2) Directors on the Board.
- Each year, the SIG will submit an annual budget to the IMA Board of Directors for approval.
- The SIG understands that all legal contracts and agreements involving the SIG must be executed by IMA.
- IMA will provide basic administrative services for each SIG that will include maintenance of the Council's database and preparation and mailing of dues invoices and other member communications. A review of the management services required will be made periodically to determine what changes in this policy should be made.

A SIG will be assessed for administrative services for proprietary functions that will require dedicated staff such as staffing for a trade show.



MEETING ATTENDANCE POLICY

The following proposals are set forth here to clarify policies regarding meeting attendance at IMRA business meetings:

NON-MEMBERS

Companies that are not active members of the Incentive Manufacturers Representatives Association may attend one marketing conference, after having paid the registration fee for non-members in full. Following that, if a non-member company wishes to attend another marketing conference, it is mandatory that a completed member application and payment of one year's dues be submitted to the Association prior to the event.

At the discretion of the President, non-member press representatives may attend the marketing conference without applying for membership in the Association, after having paid the registration fee for non-members in full.

MEMBERS

A member company, who membership payment is more than 120 days overdue, is not eligible to attend the marketing conference, committee meetings or general business meetings of the Association. A member company may submit a petition for waiver of this provision subject to receipt and approval of the President and the Board of Directors.

COMMITTEE MEETINGS

Generally, attendance at committee meetings is limited to the roster of individuals appointed to that committee. Attendance may also include staff, outside counsel and invited guests who may be making presentations or have other responsibilities related to the agenda. All officers are ex-offici members of every committee.

Members who wish to attend a committee meeting as observers should notify the committee chairman to insure that space is available and any other advance arrangements can be made.

MEMBERSHIP MEETINGS

Only members in good standing, staff and invited guests may attend the Annual Meeting held in conjunction with the Annual Marketing Conference, the General Membership Meeting held at during the Chicago Premium Incentive Show and other special meetings of the membership called from time to time by the President or the Board of Directors.

BOARD OF DIRECTORS

The Board of Directors meetings are open to all members of IMRA in good standing, staff, and invited guests. The Board of Directors may function in executive session at the discretion of the President or by a request from a member of the Board. Attendance at executive sessions is strictly limited to elected or appointed members of the body, though the President may request certain individuals remain to meet with the Board or the Executive Committee.

GENERAL

All committees and business meetings are not secret nor exclusionary. The highest possible membership involvement is necessary for conducting a successful and beneficial association program for member companies.

An intent of the officer and committee chairman to limit attendance at committee meetings and/or meetings of the Board of Directors is in the interest of maintaining an efficient, work-orientated environment to achieve maximum results in a limited amount of time.

This policy as adopted will be available to members for review and will become a part of briefings at meetings so that the spirit and intent of the policy can be implemented.

MARKETING CONFERENCE SALES MEETING POLICY

IMRA Marketing Conference Committee Sales Meeting Policies – approved 1/2011

- 1) Two-hour meetings will be scheduled on Sunday for the following product categories: luggage; watches; crystal; and cameras. Meeting time will be determined by lottery.
- 2) Every Manufacturer/MRC holding a meeting at the conference will be required to hold two meetings (scheduled on the same day) unless they hold a two-hour meeting on Sunday.



4/15/2005

BYLAWS A STRATEGIC INDUSTRY GROUP (SIG) OF THE INCENTIVE MARKETING ASSOCIATION

ARTICLE I Name, Offices and Purpose

Section 1. NAME

The name of the Strategic Industry Group (SIG) shall be INCENTIVE MANUFACTURERS & REPRESENTATIVES ALLIANCE. (Hereinafter referred to as the IMRA SIG), a strategic industry group of the Incentive Marketing Association.

Section 2. OFFICES

The location of the principal office of the IMRA SIG shall be located at the location of the Incentive Marketing Association office.

Section 3. PURPOSE

The purpose of the IMRA SIG is to stimulate and advance the common interests, growth an understanding and excellence of that segment of the incentive industry. The IMRA SIG further seeks to promote the highest professional standards of incentive representation through the education and interaction of its representative and Manufacturer/Supplier members.

IMRA will at all times comply with all rules, regulations and requirements set forth by IMA and shall have authorization to provide member benefits, services, and programs identified by the membership as needed and as deemed appropriate within the Bylaws of the parent association "IMA".

ARTICLE II Membership

Section 1. CATEGORIES OF MEMBERSHIP.

Membership may be granted to any corporation, partnership or individual who: (i) is interested in supporting the purposes and mission of the IMRA SIG; (ii) agrees to abide by these Bylaws and such other rules and regulations as the SIG may adopt for each category of membership. Membership in IMRA requires membership in the Incentive Marketing Association (IMA). The categories are as follows:

A. COMPANY MEMBERS:

1) REPRESENTATIVE MEMBERS : To qualify as a Representative Member an applicant:

- (i) shall as its primary business, engage in the representation of incentive product Manufacturers/Suppliers

ARTICLE II - Membership (continued)

Section 1. CATEGORIES OF MEMBERSHIP (continued)

- 2) MANUFACTURER/SUPPLIER MEMBERS: To qualify as a Manufacturer/Supplier Member an applicant:
- (i) shall sell its incentive products through persons or firms qualifying for representative membership in a majority of the territories in which it distributes incentive products;
 - (ii) shall enter into written contracts or issue letters of hire that outline the terms and conditions of such representation; and
- 3) MULTIPLE RESOURCE COORDINATOR MEMBERS: To qualify as a Multiple Resource Coordinator Member an applicant:
- (i) shall handle the exclusive national marketing and sales rights to the incentive field for two or more Manufacturers/Suppliers;
 - (ii) shall use persons or firms qualifying for Representative membership to market and sell its Manufacturer/Suppliers' products;
 - (iii) shall enter into written contracts or a letter of hire with each of its incentive Representatives, which contracts or letters shall outline the terms and conditions of such representation; and
- 4) PRESS MEMBERS: To qualify as a Press Member the publication must offer editorial content on incentive marketing. This publication shall also be sponsored in writing by a current member in good standing.
- 5) ASSOCIATE MEMBERS: To qualify as an Associate Member, an applicant :
- (i) shall be an employee of a Representative, Manufacturer/Supplier, Multiple Resource Coordinator, Press or Affiliate Member, and devote a majority of his or her professional activity to incentive industry matters; or
 - (ii) shall be a Manufacturer/Supplier represented by a Multiple Resource Coordinator Member, but shall not be the member's official representative.
- 6) INDIVIDUAL LIFETIME / EMERITUS MEMBERS
Lifetime and Emeritus Members may participate in committee activity; attend meetings and functions; however, the Lifetime Member does not have voting privileges.
- To qualify as a Lifetime / Emeritus Member, an applicant:
- (i) shall be an individual who has been an IMRA SIG member, or a former IMRA association member, with member companies for a minimum of ten years; and
 - (iii) shall be retired from the company and day-to-day involvement in the incentive field.
- B. AFFILIATE MEMBERS To qualify as an Affiliate Member, an applicant:
- (i) shall be an individual, firm or corporation not eligible for any other category of membership in the association; and
 - (ii) shall be actively engaged in providing services associated with the general advancement of the incentive industry or profession, specifically: 1) the sponsorship of trade shows/exhibitions; or 2) the provision of consulting services consistent with the goals of the IMRA SIG to advance the incentive industry or profession;

ARTICLE II - Membership (continued)

CATEGORIES OF MEMBERSHIP (continued)

Section 1. (continued)

B. AFFILIATE MEMBERS

(iii) shall be a transitional member, or a current member in good standing who no longer qualifies for membership under existing member categories. Affiliate membership for such transitional members is limited to a period of not more than two years.

Affiliate Members may participate in committee work; attend membership meetings and functions; however, the Affiliate Member does not have voting privileges.

Section 2. EXCEPTIONS TO MEMBERSHIP REQUIREMENTS

In the event a current IMRA SIG representative or Manufacturer/Supplier starts a new rep firm or establishes a new Manufacturer/Supplier's firm they may automatically apply for membership for the new company upon completion of the standard application form, Appropriate dues for a new member company will be required. No pro-rating or consideration of previous dues paid will be allowed.

Section 3. APPLICATION AND ELECTION

The Board of Directors shall from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. The Board of Directors, or a committee designated, shall evaluate the credentials of all applicants and determine membership status, based on the Bylaw criteria, and any additional criteria as may be established by the Board of Directors.

Section 4. REPRESENTATION

Each Representative, Manufacturer/Supplier, Multiple Resource Coordinator and Press Member shall designate a full-time employee to act as its official delegate in the SIG. Members may designate other persons to take part in discussions and meetings of the IMRA SIG, but no member company shall be entitled to more than one vote.

Section 5. MEMBERSHIP ROLLS

The Secretary of the IMRA SIG shall close the books of the former IMRA Association's membership roll upon dissolution of the Incentive Manufacturer's & Representatives Association as a corporation in the State of New York. The Secretary of the IMRA SIG shall keep within the books of the SIG a membership roll. The members who join the SIG after the completion of the annual dues collection on January 1, 2003 will be designated as Charter Members. For additional members being elected in accordance with these Bylaws, the Secretary shall enter their names, and date of membership.

Section 6. DUES AND ASSESSMENTS

The initial and annual dues for all members of the IMRA SIG, and the time for paying such dues and assessments, shall be determined from time to time by the Board.

Section 7. RIGHTS

All members may attend meetings and serve on committees of the IMRA SIG, but only the Voting Representative, Manufacturer/Supplier, Multiple Resource Coordinator and Press Members shall have the right to vote.

Section 8. RESIGNATION

Members may resign from the SIG at any time by giving written notice to the Secretary, but such resignation shall not relieve the member of the obligation to pay dues, assessments or any other charges incurred prior to resignation.

ARTICLE II - Membership (continued)

CATEGORIES OF MEMBERSHIP (continued)

Section 9. REINSTATEMENT

A member who has resigned may be reinstated within six months, upon application to the Board and upon payment of any amounts in arrears, plus one year's dues in advance.

Section 10. TERMINATION OF MEMBERSHIP

Membership in the IMRA SIG may be terminated or other discipline imposed for cause. Sufficient cause for such termination of membership or other discipline shall be violation of these Bylaws, or any other rule or practice of the SIG. Termination or other discipline shall be determined by three-fourth vote of the Board of Directors; provided that a statement of the charges shall have been certified mailed to the last recorded address of the member at least thirty (30) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting, where the charges shall be considered. The member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken by the Board of Directors. In addition, the membership of any member who becomes ineligible for membership or who is ninety (90) days in default of any dues or assessments shall be terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

ARTICLE III Meetings of the Members

Section 1. ANNUAL MEETING

The Annual Meeting of the members of the IMRA SIG, for the transaction of business, shall be held each year on a date and at a time and place selected by the Board of Directors. If the election of directors shall not be held on the day designated for any Annual Meeting, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as convenient, or by mail ballot, at the discretion of the Board of Directors. Special meetings of the membership may be called at any time, by the President, or the Board of Directors. Notice of the time, place and objectives of every meeting of the membership shall be given to every member, by mailing, faxing, e-mailing, or telephoning such notice to the address which appears on the membership rolls for each member. Notice shall be given at least thirty (30) days before the date of any regular meeting, and at least (15) days before any special meeting.

Section 2. VOTING

At any meeting of the membership, each member company shall be entitled to cast one (1) vote in person or by proxy. This shall be true regardless of the number of individual Representatives to the IMRA SIG a company may have.

At all meetings of the IMRA SIG, except as expressly provided by statute or by these Bylaws to the contrary, all questions shall be determined by a majority vote of the members present and voting.

Section 3. QUORUM

A quorum for the transaction of business at a meeting of the members shall consist of fifteen (15%) of the members entitled to vote. The Secretary shall, at the opening of each meeting, announce the total number of members entitled to vote, the number needed for a quorum, and the number present.

ARTICLE IV
Directors of the SIG

Section 1. MEMBERS OF THE BOARD

The management of the affairs of the SIG and the control and disposal of its property and funds shall be vested in a Board of Directors consisting of no less than Nine (9) and no more than fifteen (15) individuals who are voting members of the IMRA SIG. The board will be comprised of as close as possible, an equal number of representatives and manufacturer's or MRC's. The President may be a representative, manufacturer or MRC. The Immediate Past President of the SIG shall also remain a part of the Board in an Ex-Officio, non-voting capacity.

Section 2. ELECTION OF DIRECTORS

Three (3) of the Directors elected at the first meeting of the full membership of the organization shall hold office for three (3) years; three (3) shall hold office for two (2) years; and three (3) shall hold office for one (1) year. All Directors elected thereafter shall serve three (3) year terms, except those elected to interim terms to complete a term vacated by the resignation or death of a Director as indicated in Article IV, Section 4. The Board is empowered to make adjustments to director terms to accommodate the balance criteria as set forth in Article IV, Section 1 above.

Section 3. NOMINATION PROCEDURE

One hundred and twenty days (120) days prior to the Annual Meeting, the President shall appoint a Chairperson of the Nominating Committee, who shall appoint a Nominating Committee consisting of four (4) additional members, two (2) each to be representative and Manufacturer/Supplier members. The Chairperson and at least one member from each of the two groups must be current Directors, but none of the members of the committee may be standing for election at the time they serve.

The Nominating Committee shall make an announcement to the membership at least ninety (90) days prior to the Annual Meeting that it is accepting nomination requests.

Any eligible member in good standing may, at least sixty (60) days prior to the Annual Meeting, submit in writing to the Nominating Committee, his/her desire to serve as a Director, outlining his/her qualifications and understanding of the commitment involved.

No less than (45) days prior to the Annual Meeting, the Nominating Committee shall submit a slate of Officers and Directors to the Board for its approval. Prior to presentation to the Board, each nominee must have received in writing a list of the duties of a Director, and consented in writing to serve.

No less than thirty (30) days prior to the Annual Meeting, the approved slate shall be submitted to the membership.

There shall be no nominations from the floor. If there is more than one nominee for a position, nominees with the highest number of votes, as counted and certified by two officers, shall be elected to their respective positions.

Section 4. VACANCIES ON THE BOARD

All vacancies on the Board of Directors, whether caused by death, resignation or any other reason, may be filled by the remaining Directors at any regular or special meeting of the Board of Directors, or by the members at the next Annual Meeting, as the Board may see fit. Individuals selected to fill such vacancies at other than an Annual Meeting, shall serve until the next Annual Meeting. Such a term shall not be counted as an elected term for purposes of a Director standing for re-election.

ARTICLE V
Meetings of the Directors

Section 1. ANNUAL BOARD MEETING

The Board of Directors shall hold a regular meeting during each calendar year, immediately following the Annual Meeting of the membership, for the purpose of welcoming newly elected Directors and transacting other business. No notice of such meeting need be given.

Section 2. CALL OF MEETINGS

Additional regular and special meetings of the Directors may be called by the President, or by any three (3) Directors, by notice stating the time and place thereof, served personally, or by mailing, telephoning, faxing, or e-mailing such notice to each Director, at least fifteen (15) days prior to such meeting, at his/her address as it appears on the membership roll of the IMRA SIG.

Section 3. PLACE & QUORUM

The Directors may hold their meetings, regular or special, at any place deemed appropriate and may at any such meeting transact any and all business pertaining to the SIG. A majority of the Board of Directors shall be necessary to constitute a quorum.

ARTICLE VI
Officers

Section 1. POWERS AND DUTIES OF THE OFFICERS

The IMRA SIG shall have a President, a Vice President, a Secretary, and a Treasurer, all of whom are members in good standing of the SIG. The offices of Secretary and Treasurer may be combined at the discretion of the Board.

A. PRESIDENT

The President shall be the chief executive officer of the SIG. He/She shall, if present, preside at all meetings of the Board and of the members. He/She shall have general supervision, direction and active management of the affairs of the SIG. He/She shall see that all orders or resolutions of the Board of Directors are put into effect. He/She shall be an ex-officio member of all committees. He/She shall execute all contracts, and other instruments in writing authorized by the Board. He/She shall have the general powers of supervision and management usually vested in the office of the President.

B. VICE PRESIDENT

In the event of the absence of or disability of the President, the Vice President, shall exercise all the functions of the President. The Vice President shall at all times have such powers and discharge such duties as may be assigned to him/her from time to time by the Board of Directors.

C. SECRETARY

The Secretary shall keep the records of the SIG under the supervision of the President and the Board of Directors, including the official membership roll, and permanent records of all minutes of meetings of the members and the Board of Directors, which minutes shall be signed by him/her as Secretary.

D. TREASURER

The Treasurer shall have primary responsibility for monitoring the funds and property of the IMRA SIG. He/She shall take such steps as may be necessary to collect monies and all checks, drafts, notes and other obligations of money payable to the SIG. Whenever required by the Board of Directors or by the President, he/she shall exhibit a complete and true statement of his/her cash account and of the securities and other property in his/her control. He/She shall perform all duties that are incident to the office of Treasurer of a SIG subject to the discretion and control of the Board of Directors and the President.

The Board of Directors may require the Treasurer, and such other officers, agents and employees of the SIG, to give bond for the faithful discharge of their duties, the expense of which may be borne by the SIG.

ARTICLE VI (continued)

Officers (continued)

Section 2. ELECTION

At its first meeting, following the election of Directors, the Board shall elect a President, a Vice President, a Secretary and a Treasurer, and may elect other officers and agents who shall hold office until their successors are elected. Officers shall be elected at the Board of Directors meeting just prior to each Annual Meeting of the SIG, and shall serve until their successors are elected at the next Board of Directors meeting just prior to the next Annual Meeting. All officers must be the voting member of their companies, and a current member of the Board of Directors.

Section 3. REMOVAL

Any officer elected or appointed, may be removed from office at any time by the Board of Directors, whenever in its judgment the best interests of the SIG will be served.

Section 4. VACANCIES

A vacancy in any office by reason of death, resignation, removal, disqualification or other cause may be filled by a vote of the majority of the Board for the unexpired term.

Section 5. TERM LIMITS

The President shall not be re-elected for a second consecutive term as President.

ARTICLE VII **Compensation**

No person may be paid compensation for services rendered to the SIG in his/her capacity as director, officer, or otherwise; Any person may be reimbursed for any expenses, disbursements, or liabilities made or incurred by such person for or on account of the SIG or in connection with the management or conduct of its affairs. The provisions of this Article shall not be deemed to exclude any right of any member, director, officer or employee to indemnification as granted by these Bylaws.

ARTICLE VIII **Committees / Appointments**

Section 1. EXECUTIVE COMMITTEE

The President, Vice President, Secretary and Treasurer shall constitute the Executive Committee, empowered to act for the Board of Directors in all matters pertaining to the business of the SIG, subject to direction and review by the Board of Directors. The Immediate Past President shall sit as an Ex-Officio, Non-voting member of this Executive Committee.

Section 2. REPRESENTATION ON THE IMA BOARD OF DIRECTORS

The Board of Directors of the IMRA SIG shall have the power to designate the official appointed representative (s) to the Incentive Marketing Association Board of Directors. Future Boards shall have the power to change the designated representatives as needed.

Section 3. COMMITTEE AUTHORIZATION

The President, with the approval of the Board of Directors, may appoint any number of standing committees, or Task Forces, to carry out the SIG's programs.

ARTICLE IX
Indemnification

Every person who is a director or officer of this SIG, and his/her company and personal Representatives, shall be indemnified by the SIG against all costs and expenses reasonably incurred upon them resulting from, any action, suit or proceeding to which they may be made a party by reason of their being or having been a director or officer of the SIG, except in relation to such matters as to which they shall be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of their duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement. The SIG shall purchase and maintain insurance to indemnify itself and its directors and officers and his/her company and his/her personal Representatives to the extent such coverage is permitted by law.

ARTICLE X
Notices

A waiver of any notice in writing, signed by a member, director or officer, whether before or after the time stated in said waiver for holding a meeting, shall be determined equivalent to a notice required to be given to any director, officer or member.

ARTICLE XI
Fiscal Year

The fiscal and business year of the SIG shall commence on the first day of January each year unless otherwise determined by resolution of the Board of Directors.

ARTICLE XII
Contracts and Funds

Section 1. CONTRACTS – Any contract entered into on behalf of IMRA will be executed by an agent of the Incentive Marketing Association as designated by the IMA Board of Directors.

Section 2. DEPOSITS – All funds of IMRA shall be deposited from time to time into accounts restricted for IMRA's exclusive use, as a part of IMA accounts in such banks, trust companies, or other depositories as the IMA Board of Directors may select.

Section 3. GIFTS – The IMRA Board of Directors may accept on behalf of the Council any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Council.

ARTICLE XIII
Amendments

These Bylaws may be altered, amended or repealed by vote of a simple majority of all voting members present, or by proxy, at any regular or special meeting of the SIG, provided members of the SIG are given notice in writing of the proposed change to be voted on at least thirty (30) days in advance of any such meeting.

ARTICLE XIV
Rules of Order

All general meetings of the SIG and all meetings of the Board of Directors, and other committees shall be governed by the parliamentary rules and usages contained in the then current edition of "Robert's Rules of Order, Most Recent Edition."

ARTICLE XV
Dissolution

The SIG shall use its funds only to accomplish the objectives and purposes of these Bylaws, and no part of its funds shall be distributed to members of the SIG. On dissolution of the SIG, any funds remaining shall be distributed to a qualified, trade association, or charitable, educational, or philanthropic organizations selected by the Board.

IMRA Strategic Plan for 2010-2013

Goal #1: Member Relevance

Initiatives	Key Performance Indicators	10/11	10/12	10/13
1) Bolster Rep Value Proposition	Develop documents (topics)	X	X	X
a) <u>Develop robust resource library</u>	5 in 2010 5 in 2011 (evaluate 2010) 5 in 2012 (evaluate 2011)			
2) <u>Create a written Value Proposition</u>	*Assess membership and create a "line card" to overview benefits of membership in IMRA *Create opportunities to promote IMA alliance/benefits	X		
3) <u>Create Social Network for IMRA members</u>	Making it happen	X	X	X
4) <u>Convene Panels of experts for Reps and Suppliers</u>	Making it happen	X	X	X
5) Revamp the Conference	Convene a group to reassess the Conference from every angle	X	X	X
6) Implement series of Member Needs Assessments	Data-driven outcomes	X	X	X
7) Share relevant data/research	# of research results shared	X	X	X

Goal #2: Alliances—these apply to PPAI, Motivation Show, Incentive Federation, ASI, RAC, MANA

1) Trade show/Conference Presence	*Increase # of Reps/Brands at Conferences/Tradeshows *Increase number of education presentations at PPAI/PE/Motivation/SAAC	X	X	X
2) Evaluate shared education opportunities	Increase # of interactions	X	X	X
3) Increase Shared membership growth opportunities				

Goal #3: Financial Stability

1) Develop recruitment campaign	1) Define customer based on key demographic criteria). 2) Identify prospective members based on above 3) Re-engage "core" of past members	X	X	X
2) Bolster/expand sponsorship activity	Expand # of contributors and \$	X	X	X
3) Re-evaluate all products for sale	*Develop products to sell *Offer "sale" products to members for no cost	X	X	X
4) Develop "Team Theme" for members	Create alliances with other groups for cross-membership	X		
5) Develop ongoing Silent Auction	Increase number of items offered	X	X	X

Goal #4: Marketing Communications

1) Rebuild the Website	* Increase # of banner ads * Employ search engine optimization *Create "library" for members for research	X	X	X
2) Re-brand IMRA	*Create new IMRA logo *Develop new mission statement	X		
3) Launch new Brand		X		
4) Launch LinkedIn Group	# of members in group	X		
5) Membership surveys	# of surveys each year (3-5)	X	X	X
6) Promote the Conference	*# of promotional pieces sent to membership *results of attendee survey/focus group			

Mission Statement revamp—to include this verbiage:

Advance the representative/manufacturer working relationship

- Promote the use of brand name products accessed through special markets as preferred award choice in incentive programs
- Advocate, promote, and protect the rep-function.



POSITION DESCRIPTION

Job Title: Managing Director

Responsible To: Board of Directors

SUMMARY OF POSITION

Serves as manager of administrative functions in the areas of financial management, meeting planning, communications, member services, and general office activity.

GENERAL

1. Maintains and distributes official minutes of Board of Directors and other official meetings of the organization.
2. Provides security for all files, legal and historic documents, membership and mailing lists.
3. Executes contracts and agreements within the policies established by the Board of Directors.

BOARD AND COMMITTEES

1. Informs the Executive Committee and the Board of Directors on the condition and operation of the Association.
2. Attends all meetings of the Executive Committee and Board of Directors.
3. Recommends basic policies and programs to the Board which will further the objectives of the Association.
4. Implements policies approved by the Board.
5. Executes all decisions of the Board of Directors.

MEMBERSHIP PROMOTION

1. Monitors non-member prospects and maintains up-to-date prospect list.
2. Promptly responds to all membership inquiries.
3. Maintains accurate membership statistics for the Board of Directors and Membership Committees.
4. Monitors the status of current members and implements action to assure their membership renewal.

FINANCIAL MANAGEMENT

1. Reviews all incoming invoices for services rendered to the Association, determines their accuracy, assigns to budget category, and authorizes preparation of checks for payment of approved expenditures.
2. Supervises ledger entries according to the instructions of the outside accountant and consults with the accountant regarding financial transactions that make up the monthly statements.
3. Develops support data for the annual budget and revisions.
4. Supervises preparation of a monthly Accounts Receivable report for the Treasurer.
5. In accordance with the Association's chart of accounts, codes incoming checks and receivables for the bookkeeper.
6. Supervises preparation of bank deposits.

7. Prepares invoices and statements for accounts receivable.
8. Monitors all accounts and, with the approval of the Treasurer, takes action to transfer monies to or from an investment account or checking account as needed.
9. Maintains awareness of status of all budgets.
10. Reviews work of the outside accountant and IMRA bookkeeper to determine functional accuracy of reports submitted to the Association.

MEETINGS

1. Assists with planning and implementing all functions connected with meetings including advance promotion, program development, budgeting, committee liaison, hotel/meeting facility arrangements and on site-management.
2. Maintains accurate registration lists and hotel manifests.

COMMUNICATIONS/PUBLICATIONS

1. Writes copy, edits, approves page layouts and proofs printed material for INSIDE IMRA.
2. Supervises all email and written communications to members.
3. Sends update member data to Web site provider.

RECORD SYSTEMS

1. Maintains the Association's database on a timely basis, reporting all appropriate changes to the Membership on a regular basis.
2. Supervises the maintenance of office files.
3. Manages the discard schedule of files according to policy.

SYNOPSIS OF ROBERT'S RULES OF ORDER

9th Edition (1990)

CONDUCTING A MEETING

STANDARD ORDER OF MEETING AGENDA

1. Call to Order; Order of Business
 - At appointed time, and
 - After determination that a quorum is present
2. Reading and Approval of Minutes
3. Reports of Officers and Standing Committee
4. Reports of Ad Hoc Committees
5. Special Order Business
6. Unfinished Business
7. New Business
8. Adjournment

MEANS BY WHICH BUSINESS IS BROUGHT BEFORE THE ASSEMBLY

Business is usually brought before an assembly in the form of a motion. A motion is a formal proposal by a member, in a meeting, that the assembly take certain action.

How to Make A Motion

1. Member must ask to be recognized by the Chair. In a large assembly, it is traditional for the member to rise and ask to be recognized. Once recognized by the Chair, that member retains the floor until he is finished speaking and takes his seat.
2. No other members should rise during the time another member has the floor.
3. Member makes the motion. (I move that . . .) As soon as the motion is made, the member resumes his seat. He will have the right to speak first in debate, if he wishes, after the Chair has stated the question.
 1. Another member seconds the motion. (A second merely implies that a second member agrees the motion should come before the meeting and not that he necessarily favors the motion.) If there is no second to the motion forthcoming, the Chair may ask for a second.
 2. At this point, a member may ask to be recognized and request that the wording of the motion be changed by the process of amendment. Modifications of a motion should be limited to changes that are likely to be acceptable to the members present. (I would like to ask the maker if he would accept the following changes to the motion . . .) The maker then responds that he will or will not accept the changes.

A motion is open to debate only after the question has been stated by the Chair.

Discussing the Motion and Voting on the Motion

1. The Chair states the question on the motion or amended motion, if accepted by the maker, and indicates it is open to debate. The motion is then pending. (It is moved and seconded that . . . Is there discussion?") The Chair then turns toward the maker of the motion to see if he wishes to be assigned the floor.
2. The Chair is responsible for recognizing each member before they speak on the motion.
3. In cases where the Chair knows that persons seeking the floor have opposite opinions on the question, the Chair should let the floor alternate, as much as possible, between those favoring and those opposing the motion.
4. Members may discuss the motion after being recognized by the Chair. When the debate appears to have closed, the Chair asks "Are you ready for the question?" If no additional members ask to be recognized, the Chair restates the motion and calls for the vote.
5. Vote may be by voice, hand or written ballot. If there is a possibility the vote will be close, a written ballot should be used.
In a voice or hand vote, the Chair asks for the affirmative responses first and then the negative votes even if the positive votes appear to be in the majority.
6. The Chair announces the result of the vote, including this information:
 - 1) which side had the majority of the vote, 2) declaration that the motion is adopted or lost, 3) statement indicating the effect of the vote, or ordering its execution, if needed or appropriate.

Withdrawal of A Motion

1. Before the Chair brings the motion to question, any member who believes that the maker will immediately withdraw the motion if a certain fact is pointed out, may rise without being recognized and say "Mr. Chairman, I would like to ask the maker if he will withdraw his motion in view of . . ."
2. If the maker withdraws his motion, the Chair says "The motion is withdrawn" and proceeds with the next order of business.
3. If the maker declines to withdraw his motion, the Chair states that and then states the question making the motion pending.