

INDEPENDENT POOL AND SPA SERVICE ASSOCIATION

POLICIES AND PROCEDURES

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ASSOCIATE MEMBERS

ADVERTISING IN *THE IPSSAN*: Advertising in *The IPSSAN* will be limited to Associate Members. All ads in *The IPSSAN* will be limited to specifications in the advertising rate sheet. All other companies have the option to pay for flyers for insertion.

ANNUAL REVIEW OF ASSOCIATE MEMBERS: An Annual Review of Associate Members will take place each year prior to the annual billing.

All associate members will be asked to review their contact information annually and approve or make any changes. In addition, a review of all associate members holding a California State Contractor's License (or licenses required in all other states) will be made by the associate member chair (membership program chair) who will contact the CSLB by telephone to determine if any complaints are on file. If there are complaints and/or pending litigation that is serious enough to question that member's continued relationship with IPSSA, the associate member chair will contact the company for further clarification.

Any current or prospective associate member in the business of contracting (including but not limited to altering, repairing, improving, or modifying real property) shall provide a certificate of commercial general liability insurance as a condition of their associate membership with IPSSA, with a limit of not less than \$1,000,000. Associate member will provide IPSSA with current renewal each year they remain a member. The member chair will inspect certificates annually and send a reminder to those that have not provided a new certificate of insurance.

Renewal of associate members will be administered by the association staff. Renewal and new associate members will be billed on an annual basis per their anniversary in date. Renewal reminders will be sent out 45-days prior to their renewal date.

If an associate member does no longer meets the qualification of membership, the chair of the membership program committee will ask the BORD for guidance. If further investigation is required, the BORD will seek legal counsel advise.

DUES AND FEE PAYMENT SCHEDULE: Following the regular billing period, all associate members will be given 60 days to pay advertising fees and/or dues or they will be suspended until payment is received. If payments for dues and/or advertising are not paid in full by 60 days of invoice date membership will be cancelled.

The price of membership should be vetted by the committee with final approval by the BORD.

ASSOCIATE MEMBERS/CHAPTER SUPPORTERS: Chapters shall not discriminate against associate members in favor of chapter supporters, nor shall associate members be pressured into becoming chapter supporters.

AFFILIATED ASSOCIATE MEMBERS: IPSSA members may become affiliated associate members if they have a product that is in production, marketed and readily available to pool service technicians. Fee is set by committee and approved by BORD, which is recorded in the minutes. The only benefit available will be advertising in *The IPSSAN* and they will not be listed on the back page of *The IPSSAN* nor will they receive any other associate member privileges.

PURCHASE OF ASSOCIATE MEMBER COMPANY: If an associate member is purchased by another company, the associate member dues will be considered paid in full until the next expiration.

However, the new company will need to submit a completed associate member application form, before the next BORD meeting, for approval.

CHAPTER MEETINGS: Although associate members should have priority as chapter meeting speakers, they should schedule their time at meetings in advance.

PROCESS FOR APPROVING ASSOCIATE MEMBER APPLICATIONS:

1. Executive Director contacts chair with prospective associate member application.
2. Membership program committee chair and the executive director will conduct a review of the proposed member.
3. Committee will meet to review and approve associate member application. Staff will complete the application by depositing check or processing credit card. If after approval by committee, check or credit card is declined (NSF), membership will be revoked, and chair will be notified of the status of that membership.
4. Executive director will send out application report from membership program committee approval within three (3) days to notify the BORD and the newly approved associate member.

REINSTATING FORMER ASSOCIATE MEMBERS: Associate members whose dues have lapsed must submit a new application, if member drop date is two-years. Application will be reviewed by the membership program committee. That application will not need to be reviewed by the entire BORD unless the membership program committee feels it is needed. Question why a new application if they renew within a year?

BENEFITS BULLETIN BOARD: Associate members that want to offer incentives to IPSSA members will be given space in the IPSSAN and on the website, pending approval by the membership program and marketing & communication committees.

BOARD OF REGIONAL DIRECTORS & BORD MEETINGS

TERMS:

TERM OF OFFICE FOR BORD MEMBERS: A replacement director that exceeds 50% of the original term, shall have the term count as one of three terms in a 10-yr period.

All elected BORD members and chapter officers will assume their duties at the Annual Meeting.

CORPORATE OFFICER ELECTIONS:

Those members who desire to be considered for officer positions must submit a written letter of intent to the executive director at least 45 days prior to the IPSSA Annual Meeting. This letter shall include the declaration of intent to seek an office, a list of qualifications for that office, reasons seeking the office, and what the nominee plans to accomplish in their term of office should they be elected.

After the annual meeting, as set forth in the IPSSA bylaws, the new BORD shall meet for the election of those officers. That meeting shall be chaired by the executive director or someone designated by the BORD if the executive director is not available. All those who have submitted letters of intent shall be given the opportunity to orally make their case for election to the office for which they have declared. Members in nomination may be asked to leave the room during discussion of their candidacies. After all discussion a vote by written ballot shall take place monitored by the executive

director who shall tally the votes and declare the results. The ballots shall then be destroyed by the executive director.

TERMS FOR PRESIDENT/CFO OFFICES: A BORD member who has held the position of president or CFO in a given year may hold one of those positions during a succeeding year. Not to exceed two years concurrent. Furthermore, a BORD member that held the office of President/CFO for two terms cannot hold that office for the remainder of their six-year term as BORD member.

OFFICER ELECTION PROCEDURES: Prior to each annual meeting any member who will be sitting on the new BORD and desiring to seek any of the offices of the corporation (being president, vice president, chief financial officer and secretary) shall submit to the executive director a letter of intent to seek that office.

OTHER:

BORD OFFICERS: Because of California Corporation law which requires corporate officers, the board of regional directors will elect officers on an annual basis.

WRITTEN REGIONAL REPORTS/MINUTES: All regional reports/minutes will be submitted in writing and distributed to the BORD members a week prior to the BORD meeting.

QUORUM AT BORD MEETINGS: Once a quorum has been established at a BORD meeting, a majority of that quorum is required to pass any motion.

GUESTS AT BORD MEETINGS: Member guest comments during BORD meetings will be heard at the discretion of and on the terms set by the BORD at each particular meeting. Question and answer time will be available at the end of each BORD meeting.

BORD ATTENDANCE AT LEADERSHIP SEMINARS: All incoming, outgoing and ongoing BORD members are required to attend the leadership seminar and fully participate during the meeting.

BORD DINNERS: IPSSA will host dinner expenses for BORD members, spouses only, executive director and invited guests at BORD meetings at the discretion of the president/executive director.

BORD-APPOINTED LIAISONS: BORD-appointed liaisons will be reviewed and voted on for either renewal or change at the installation meeting of the newly constituted BORD. The term of the position will run for a period of one year, concurrent with the standing BORD or at the discretion of that BORD. Written reports from liaisons will be due no less than two weeks prior to each BORD meeting to both the relevant committee and the executive office.

INSTALLATION BANQUET: Complimentary installation banquet tickets for former BORD members will be limited to those who have served during the two years prior to each banquet.

CONTRACT STAFF PERFORMANCE REVIEW: the BORD shall review the performance of the contract staff under the direction of the executive and finance committees on a yearly basis. Such reviews and any changes in compensation to be recommended by the committee shall occur prior to the fall meeting so that any such changes will be reflected on the next year's proposed budget.

CONTRACTS: The executive director will forward a copy of all contracts for the BORD meetings and leadership to the appropriate committee chair and CFO.

LOYALTY REWARD POINTS: IPSSA Inc. is the only one to receive any type of loyalty/reward points (including meeting planner rewards, etc.) from hotels that have loyalty programs. The executive director will be the assigned representative. The finance staff will submit quarterly reports on all reward points that have accumulated and /or been disbursed on any credit card and hotel points.

LEADERSHIP AGREEMENT - Officers, regional directors, chapter presidents, committee chairs and liaisons will be asked to sign a leadership agreement as they come into leadership positions.

COMMITTEE MEMBERS: Will be approved by the BORD at the BORD meeting.

COMMITTEES -- Committees will be filled **during the year as needed to fulfill committee duties. Prior to serving on committee, those members that have submitted their intent will be approved by the BORD via electronic delivery or at their next BORD meeting.,**

IPSSA will issue an open call for volunteers in the IPSSAN throughout the year, inviting them to be part of a committee. At the February BORD meeting, committee chair positions will be determined. Chairs are assigned if committee chairs want to add additional members to the committee, they can request approval at any BORD meeting throughout the year.

COMMITTEE MEMBERS -- Non-BORD members can only serve on one committee.

COMMITTEE CHAIR can select the number of committee members up to Eight (8).

WEBSITE: The committee with oversight on the website shall review as needed any content regarding safety and other service-related issues it is up to date and consistent with current rules and regulations.

INDUSTRY TRADE SHOWS: A minimum of two (2) BORD members should participate at industry trade shows.

REIMBURSEMENT OF EXPENSES

Purpose -- The Board of Regional Directors (BORD) of the Independent Pool and Spa Service Association (IPSSA) recognizes that BORD members and officers of IPSSA may be required to travel or incur other expenses from time to time to conduct association business and to further the mission of this non-profit organization. The purpose of this policy is to ensure that (a) adequate cost controls are in place, (b) travel and other expenditures are appropriate, and (c) a uniform and consistent approach exists for the timely reimbursement of authorized expenses incurred by officers and directors. It is the policy of IPSSA to reimburse only reasonable and necessary expenses actually incurred by officers and directors.

When incurring business expenses, IPSSA expects officers and directors to:

- Exercise discretion and good business judgment with respect to those expenses.
- Be cost conscious and spend IPSSA's money as carefully and judiciously as the individual would spend his or her own funds.
- Report expenses, supported by required documentation, as they were actually spent, except for mileage reimbursement, in which case, purpose of trip and mileage driven appropriate.

1. **Reimbursable Travel** -- The following qualify for reimbursable travel:

- All BORD meetings and related conferences.

- Trade Shows (for those approved by the membership program committee chair).
 - Committee meetings, as approved by the respective committee chair.
 - Travel and other reasonable expenses required to perform duties as Regional Director: i.e. travel to regional and chapter meetings, etc.
 - All other travel undertaken at the request of the president, as prescribed by the approved budget.
 - Travel expense reimbursements will be limited to reasonable costs to and from the BORD member's address within his/her region.
2. **Expense Report** -- All requests for reimbursement shall be made using the standard IPSSA expense report. The report is located in the IPSSA Member Portal, or by contacting the finance staff at accounting@ipssa.com. The expense report shall be submitted within 30 days of the completion of travel (if travel reimbursement is requested) and must include:
- The individual's name.
 - If reimbursement for travel is requested, the date, origin, destination and purpose of the trip.
 - The amount of each expense categorized under the appropriate expense report line item with supplemental description, if needed.
- All expense reports must be signed and dated by the officer or director requesting the reimbursement.
3. **Receipts** -- Receipts are required for all expenditures in excess of \$25. No expense in excess of \$25 will be reimbursed to officers or directors unless the individual requesting reimbursement submits with the expense report written receipts from each the vendor's name, a description of the services provided (if not otherwise obvious), the date, and the total expenses, including tips (if applicable).
4. **Reimbursable Expenses** -- The following expenses are considered reimbursable:
- Airfare: The lowest available coach fare should be booked (e.g. 21-day advance purchase). Board meeting dates are published well in advance allowing for timely reservations. For events not associated with an approved conference or board meeting (e.g. chapter visits or approved trade shows), advance approval of the **CFO** is required and a determination as to whether air or an alternative mode of travel will be made. Costs related to upgrades utilizing frequent flyer miles are not reimbursable. Delays (weather, mechanical) in travel beyond the control of the individual will generally be considered reimbursable; a full justification/explanation and appropriate documentation must accompany the expense report.
 - Lodging: For IPSSA BORD meetings and approved trade shows are booked by the association Executive Director at negotiated hotel rates. Other lodging expense should be pre-approved by the respective committee chair, or the finance committee, per budget directive.
 - Transportation: (i) – If by personal car the current IRS mileage rate should be used. The cost should not exceed the lowest available airfare, plus necessary ground transportation. (ii) Transportation to and from the airport to hotels should be by the lowest cost available – i.e. – hotel/airport shuttle, taxi, cars will be reimbursed, if needed. The mileage deduction is not applicable for rental car usage; only the actual cost of the rental car and any gasoline purchased will be reimbursed.

- Parking/Tolls: Parking costs and tolls incurred when using your personal vehicle or rental car are reimbursable.
- Meals: A per diem for meal costs, including tip, are authorized up to \$100.00 per day for officers and BORD members, for when conducting, unless meals are included at the event. Deduct those meals that were included from your daily per diem. Per diem is included for those traveling a full day.
- Amount per meal:
 Breakfast: \$20
 Lunch: \$30
 Dinner: \$50

Every care should be taken to ensure that costs are kept to a reasonable level. The cost of an alcoholic beverage with dinner will be reimbursed as part of the meal expense. Alcoholic beverages not associated with a meal or in a bar will not be reimbursed. Airport Parking: Airport parking costs are reimbursable. Individuals should select the lowest cost option.

- Spouse Expenses: IPSSA will reimburse BORD member's spouse (or significant other) expenses only when that person accompanies the BORD member at IPSSA BORD meetings. Spouse travel is considered taxable to the member/officer, those that were reimbursed for spouse travel will receive a form 1099-MISC, unless the travel of spouse was deemed as business related with prior approval by CFO.

Spouse travel-related expenses at industry trade shows will not be eligible for reimbursement. If spouse is there on official IPSSA business, meal expense will be reimbursed with prior approval by committee chair and CFO.

- Telephone Postage, Photocopying: These expenses are to be itemized on a monthly basis on the reimbursement of expenses form and submitted to the Finance Director.

5. Non-Reimbursable Expenditures -- IPSSA maintains a strict policy that expenses in any category that could be perceived as lavish or excessive will not be reimbursed, as such expenses are inappropriate for reimbursement by a nonprofit organization. Expenses that are not reimbursable include, but are not limited to:

- Personal alcohol not related to a meal, other than that provided at the hospitality suite and at IPSSA provided dinners
- Fees for upgrades of air, hotel and auto costs
- Entertainment
- Personal travel during an IPSSA trip
- Spousal expenses except as described above
- Limousine travel
- Business conferences which are not approved by the president or related committee chair.
- Laundry service
- Traffic citations
- Auto repairs
- In-room movies, costs for use of hotel gym, massage or sauna

- In-room internet access for personal, non- use
- Travel costs originating or terminating outside the director's region

6. **Exceptions** -- Exceptions to this policy must have the prior written approval of the CFO.

If, while on IPSSA business an income is derived, only approved expenses may be reimbursed that exceed that income.

Requests for reimbursement of BORD meeting expenses should be made within thirty (30) days of that meeting.

The CFO is not authorized to sign checks payable to him or herself.

IPSSA CREDIT CARDS: Expense report forms and back-up documentation for IPSSA credit card statements must be received within 30 days after requested by the Finance Director. Failure to do so will result in loss of credit card privileges.

COMMITTEE BUDGETS

Committee chairs will be responsible for keeping within their budgets. Chairs shall provide an annual update at the spring meeting. The chair must get approval from the BORD to go over budget, with a specific plan and dollar amount.

Committee chairs must approve expenses incurred by any non-BORD members who serve on their committees.

Expenses for BORD-appointed persons who are conducting business on behalf of IPSSA will be reimbursed upon approval by the appropriate committee chair.)

A copy of committee members expense account forms will go to the committee chair for review. A copy will also be sent to the CFO for final approval.

Committees must have BORD approval to spend more than \$2,500 for non-line item budgeted expenses allotted to that committee.

Chairs of committees must give detailed line item budgets for their committee's annual budget allowance and the Finance Director will provide template for detailed budget along with two-year historical information.

Committees must have BORD approval before re-allocating more than \$2,500 of a line item budgeted fund to another.

The Executive committee will oversee the budget and expenditures for the annual meeting and the BORD meetings.

AUDIT COMMITTEE CHARTER AND POLICY

The primary role of the audit committee is to instill confidence that the funds of the organization are used in a manner consistent with good financial practice. This includes making certain that funds are used only for the purposes for which they were intended and in ways that do not violate the principles that resulted in tax-exempt status.

The audit committee, also known as the finance committee, is to be composed of the chief financial officer who will act as chair, the assistant chief financial officer, the president, along with other BORD members who may be **invited** to sit on the finance committee.

The Independent Pool and Spa Service Association Board of Regional Directors (BORD) delegates to the audit committee the following responsibilities:

- Oversee finance staff responsibilities, including:
 - a) Development and refinement of policies and procedures.
 - b) Implementation of established policies and procedures.
 - c) Oversight of internal control structure.
 - d) Oversight of monthly accounting and reconciliation of fund investments.
- Oversee budget development and tracking.
- Review financial statements prior to being finalized.
- **All finance committee members review the Form 990 that is filed with the Internal Revenue Service (IRS).**
- Oversee executive director responsibility, including:
 - a) Oversight of fund investments, reserve, general and education funds
 - b) Oversight of investment advisor on all investment funds

The IPSSA officers have specific legal obligations to ensure that IPSSA provides full, fair, accurate, timely, and understandable financial reports and internal controls. Officers may not divulge confidential or proprietary information except as authorized by the president

Any officer who knows, or has reason to believe, of violations to this or other IPSSA policies and procedures is expected to report the violation to the president. Reporting may be anonymous. No officer will be subject to retaliation, discrimination, or other adverse treatment for reporting known or suspected violations of this and other IPSSA policies and procedures. Each year, IPSSA officers are required to state in writing that they have no knowledge of material violations to this and other IPSSA policies other than those that may have been previously reported, if any. (12/2/08) **JOINT VENTURE POLICY:** This Joint Venture Policy of the Independent Pool and Spa Service Association requires that the organization evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the organization's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

- 1) Joint ventures or similar arrangements with taxable entities. For purposes of this policy, a joint venture or similar arrangement (or a venture or arrangement) means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the organization controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:
 - a) 95% or more of the venture's or arrangement's income for its tax year ending within the organization's tax year is excluded from unrelated business income taxation [including but not limited to:
 - i) dividends, interest, and annuities.
 - ii) royalties.

- iii) rent from real property and incidental related personal property except to the extent of debt-financing; and
 - iv) gains or losses from the sale of property; and
 - b) the primary purpose of the organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.
- 2) Safeguards to ensure exempt status protection. The organization will:
- a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the organization's exempt status is protected; and
 - b) take steps to safeguard the organization's exempt status with respect to the venture or arrangement. Some examples of safeguards include:
 - i) control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization.
 - ii) requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants.
 - iii) that the venture or arrangement does not engage in activities that would jeopardize the organization's exemption; and
 - iv) that all contracts entered into with the organization be on terms that are arm's length or more favorable to the organization.

POLICY ON THE PROCESS FOR DETERMINING COMPENSATION

This Policy on the Process for Determining Compensation of the Independent Pool and Spa Service Association applies to the compensation of contract staff or independent contractors who manage the business of the association.

The process includes all of these elements: (1) review and approval by the Board of Regional Directors or compensation committee, also known as the executive committee of the organization; (2) use of data as to comparable compensation; and (3) contemporaneous documentation and recordkeeping.

1. Review and approval. The compensation of the firm(s) is reviewed and approved by the Board of Regional Directors or compensation committee of the organization, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.
2. Use of data as to comparable compensation. The compensation of the firm(s) is reviewed and approved using data as to comparable compensation for similarly qualified firms.
3. Contemporaneous documentation and recordkeeping. There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

CHAPTERS AND REGIONS

CLAIMS BY NEW CHAPTERS ON PREVIOUS CHAPTERS: If members leave a chapter in good faith to form a new IPSSA chapter, regardless of motivation or numbers, there will be no claims on any funds from the original chapter except for any prepaid services.

START UP LOANS TO NEW CHAPTERS: All new chapters, on request, will receive a loan of up to \$500 for start-up expenses, to be repaid at the end of one year.

CHAPTER CHECKING ACCOUNTS: Each year all regional directors must sign a document authorizing chapters to open new checking accounts.

BANK ACCOUNTS: All financial reporting entities (chapters and regions) must hold verifiable bank accounts. (11/12/94 minimum of two current officers within their respective chapters and regions are required to be authorized signers on financial accounts. **DIRECT DEPOSIT OF CHAPTER FUNDS:** Chapter funds will be distributed via direct deposit into the chapter accounts. Funds will be withheld until a completed authorization card is received by IPSSA Inc.

Chapter Fund Dissolution: Upon the dissolution of a chapter, any remaining funds will revert to the parent region.

SUBMISSION OF CHAPTER FINANCIAL INFORMATION: All chapters are required to submit financial data to IPSSA Inc. once a quarter. This information must be in the form of bank statements and and IPSSA generated financial format. Due dates: 7/31; and 1/31. Financial tax data due dates: 4/20, 7/20, 10/20 and 1/20 of the following year.

FINE FOR CHAPTERS FAILING TO PROVIDE FINANCIAL DATA ON A TIMELY BASIS: Effective May 2, 2020, each chapter that does not provide tax data to IPSSA Inc, by the 30th of the following month, will not receive their chapter share until required tax data is submitted to the finance office at memberservices@ipssa.com, end of each quarter. If chapter fails to do so, chapter will be put on probation and risks losing its status as a chapter. Chapters refusing to turn in financial data jeopardizes IPSSA nonprofit tax status.

REGION MEETING MINUTES: The Regional Secretary shall send copies of the minutes to all chapter presidents within that region within 14 days following the regional meeting.

ANNUAL LEADERSHIP SEMINAR: It is mandatory that all incoming chapter presidents and incoming treasurers attend the annual Leadership Seminar. It is further encouraged that other officers of the chapter attend.

FINE FOR FAILING TO ATTEND LEADERSHIP SEMINAR: Chapter presidents and treasurers who take office in the previous election period are required to attend the subsequent leadership seminar. If they fail to attend the chapter will be fined \$500 for each person

LEADERSHIP SEMINAR TRAVEL FUNDS: IPSSA will provide up to \$2,000 for each chapter, if a financial hardship exists, funds to be approved by regional director and CFO.

COMMENCEMENT OF OFFICE: All elected BORD members, regional officers, and chapter officers will assume their duties at the Annual Meeting.

Chapters are required to notify the member services coordinator at memberservices@ipssa.com of the results of chapter elections by December 31.

BYLAWS: All chapters and regions of IPSSA are prohibited from having or establishing bylaws. They, however, are encouraged to have standing rules, policies and procedures to better govern their chapters and/or regions. All chapters must provide a copy of standing rules, policies and procedures

to the Executive Director. Any chapter or region not complying shall be in violation and could cause termination, suspension or expulsion under Section 4.7 of IPSSA's bylaws.

EXPANSION POLICY: Expansion will be divided into two distinct areas, existing area expansion and new area expansion. Existing area expansion (EAE) includes the states within which IPSSA has Regions. New area expansion (NAE) includes any of the other States. Only states will be considered, not individual cities.

GOALS, PROCEDURES AND REPORTS (EAE)

Goals:

1. Increase membership in each existing chapter by 5% per year.
2. Increase chapters as new areas develop following the urban sprawl.
3. Increase chapters as numbers grow within existing chapters to ensure manageable size of chapters to accomplish individual chapter goals.

Procedures:

1. Impress upon members the importance of networking with non-members and explaining the benefits of belonging to a legal association with full range of insurance benefits to include life insurance.
2. Maintain and/or expand the educational benefits at chapter level by utilizing associate member guest speakers and letting them know we are expanding and seeking new members.
3. Maintaining the IPSSA Information boards at the various distributors, to include chapter president names and chapter meeting locations.

Reports

1. Region reports at BORD meetings should contain complete census data on each chapter as well as a region wrap.
2. Regional directors should monitor chapters to determine if more chapters are needed to cover the respective geographical areas to make chapter meetings more accessible and attract members who under current alignment do not want to travel great distances.

New Area Expansion (NAE)

Considerations

1. Requirements for IPSSA to do business in the state and the need to contact and retain legal assistance.
2. Time and distance from current operating locations.
3. Availability of personnel to perform over extended periods. BORD Members change annually. Ongoing committee assignments.
4. Funding availability that is budgeted as opposed to evaluation of every issue.
5. New states with at least 40 members may be designated prospective Regions.
6. A need for 150 interested service techs to insure viability.

Plans

1. Committee would need to evaluate the items under consideration then make contact with distributors to get mailing lists if available, numbers of service companies.

2. Once an area of interest is identified, a tabletop type set up in distributors would be coordinated. Minimum of effort in one geographical area. One day at each distributor in the area.
3. Sign in sheets, handouts even our booth if available. Identify potential leaders or POCs that could help facilitate coordination. Our personnel should be well versed on all IPSSA benefits, history and our Industry goals.
4. A minimum of two trips per season, well publicized and may be Bar-B-Q lunches at each location.
5. Follow up correspondence to all interested parties.
6. All trips must be well planned and not spur of the moment incursions.

Procedures

1. Identify an area
2. Gather data, numbers, POCs, associate members willing to provide any type of assistance.
3. Set up a schedule, because a out trip will reflect on our organization.
4. Team designated to go must be knowledgeable, competent and reflect high standards of true professionals.
5. Presentation rehearsal before the BORD to prepare them for questions and responses.
6. Utilize the same personnel as much as possible to create ongoing recognition.

Implementation

- 1) The expansion committee will identify a leader in the new area and the BORD will confirm or deny that person as the leader of a prospective region and confirm the recognition of a prospective region.
 - a) Appointed leader would be responsible for acting as a regional director for the chapters which are formed in the prospective region.
 - b) Appointed leader would be responsible for carrying the proxy votes of each chapter to the sponsoring region's regional meeting whether by telephonic meeting or in person.
 - c) There must be a minimum of 40 members enrolled in chapters in the new area to be considered for prospective region status. Is that a viable amount?
- 2) The leader of the prospective region will have no vote with the BORD but will be required to travel to and participate in the BORD meetings and file reports/updates.
- 3) All chapters in the prospective region must comply with new chapter startup procedures that require a minimum of 10 members per chapter with a chapter board, sick route plan, pass the IPSSA exam & have a chapter attendance plan as outlined in IPSSA Guidelines for Formation of New Chapters.
- 4) Prospective region will have quarterly meetings following the same rules as set forth in IPSSA Bylaws regarding Regions: 6.2 b., c., e., f. and g.
- 5) The prospective region remains part of the census of an existing region (sponsoring region) until such time as qualifications are met to be a separate new region.
- 6) The prospective region leader will be reimbursed for travel and other expenses incurred on behalf of the prospective region.
- 7) Prospective regions need to attain a membership of 150 or more members within 2 years of being designated a prospective region. Once a prospective region is designated it is the responsibility of the elected leaders in the prospective region to plan and implement policies so as to achieve the minimum number of members in the time allocated. Guidance and assistance will be provided by the host region, membership program committee, & IPSSA Inc. After the two-year period, the BORD will review the progress and growth of the prospective region and vote on extending the prospective Region for another year term. These extensions may be renewed as the BORD deems necessary for completion of the qualifications.

- 8) When the prospective region reaches the goal of 150 members, then a motion to confirm that prospective region as a new region will be on the agenda of the next BORD meeting. The prospective region will vote to elect a regional director before that BORD meeting. (

DISPUTE RESOLUTION PROCEDURE

SCOPE

This procedure pertains to resolving disputes between IPSSA members, and IPSSA member grievances against any governance component of IPSSA (the BORD, a chapter, a region, or any officer, director, committee member or other leader). The dispute must be directed related to IPSSA governance, member programs (such as Sick Routes), or member rights as to an IPSSA program.

This procedure applies to disputes directly related to IPSSA member rights or benefits. It does not apply to a member's alleged violation of IPSSA rules or policies unless the complaining party is directly and materially affected by the violation. However, any IPSSA member may, to the extent permitted by applicable rules, report ethical and legal violations against another IPSSA member or nonmember to regulatory authorities and or applicable ethics committees.

All IPSSA members in good standing are subject to this policy as an ongoing obligation of membership.

CONDITIONS

As a condition of using the IPSSA Dispute Resolution Procedure ("DRP"), the complaining party agrees to the following:

1. The complaining and responding parties will adhere to, cooperate fully concerning, and abide in the procedures as set forth herein, and abide in the decisions of the IPSSA BORD or its designated representative(s) relating to all DRP matters. As a result of using this policy, the parties agree that the disputed matters will be fully and finally resolved at the conclusion of the DRP process.
2. Except as may be required by law, the complaining and responding parties will maintain confidentiality pending conclusion of the DRP process, and following the DRP process, to the extent required by the Review Panel or the IPSSA Board of Regional Directors.
3. Parties to a dispute may consult with legal counsel, but neither party may be represented by counsel in the DRP process. If a legal action is filed with regard to a matter currently subject to a DRP process, the DRP process shall be suspended pending resolution of the legal action.

PROCEDURE

A. COMPLAINT.

The complaint must be in writing and verified (sworn) to be true and correct under penalty of perjury.

The complaint must include a description of reasonable attempts by the complaining party to resolve the dispute prior to filing the complaint.

The complaint must identify the specific manner in which the complaining party's rights or benefits as an IPSSA member are alleged to have been violated.

The complaint must be submitted on a form authorized by include affirmation of the complaining party's obligations under this DRP process.

The complaint may/should be accompanied by reasonable documentation of the factual basis for the complaint, such as letters, written statements, records, or similar.

The complaint must be submitted to the IPSSA Headquarters Office.

B. PROCESSING THE COMPLAINT

1. APPOINTMENT OF REVIEW PANEL. Within 5 business days of receipt of the complaint, the complaint will be scanned and sent to the IPSSA Executive Committee, or its designate, which will appoint a review panel. The Review Panel will consist of three persons, including:

(1) one person who is independent and impartial (not from the local region or chapter, and with minimal if any knowledge of or involvement in the disputed issues),

(2) one person who is from the chapter of the complaining party and who credibly agrees to maintain an open and fair mind concerning the disputed issues, and

(3) one person with substantial knowledge of these DRP rules, and who has minimal if any knowledge of or involvement in the disputed issues).

The composition of the review panel shall be subject to review by the IPSSA Board of Regional Directors, if challenged by either party. The decision of the BORD concerning the Review Panel shall be final.

The review panel shall maintain files relating to disputes as confidential, except that the decisions and directives of the review panel may be shared with the parties and others as deemed appropriate in the discretion of the review panel.

The majority decisions of the review panel shall be final.

The identity of persons on the review panel need not be disclosed to either party, but if it is disclosed to one party, it shall be disclosed to the other.

2. ASSESSMENT OF COMPLAINT. Upon receipt of the complaint, the review panel shall:

(a) Determine if the criteria of the DRP has been met, and the complaint is complete. If not, the review panel may dismiss the complaint. If so, the processing of the complaint will continue.

(b) Determine whether the subject matter of the complaint is material and consequential. If not, ther panel may dismiss the complaint. If so, the processing of the complaint will continue.

Unless the complaint is dismissed, the complaint will be deemed accepted (“Accepted”). The matter should be Accepted or dismissed within 15 business days of receipt.

3. NOTICE OF COMPLAINT AND CALL FOR STATEMENTS AND EVIDENCE

Upon acceptance, the review panel will issue a notice of complaint to the parties, including a copy of the complaint and applicable IPSSA procedures and forms. The notice of complaint shall include a request for statements, documentation, arguments, and any other proof each party may wish to submit in support of their position, and a specific deadline date by which such materials must be submitted.

The deadline for return of materials shall be not less than 20 days from the date the request for materials is sent by the review panel. All statements and arguments must be type- sworn under penalty of perjury to be true and correct. All materials (hereinafter “complaint materials”) shall be directed to the IPSSA Headquarters Office.

The IPSSA Headquarters Office shall assemble received complaint materials and transmit copies of those materials to review panel.

4. REPLY TO COMPLAINT

Within ten (10) business days of receipt, the Review Panel shall share the complaint materials with both parties. Both parties will be permitted the opportunity to reply to the complaint materials only (Said materials hereinafter as “reply materials”). Neither party will be permitted to submit any new issues or arguments, or any materials not directly responsive to complaint materials. Replies must be sworn under penalty of perjury to be true and correct.

Reply materials shall not exceed five (5) pages, typewritten, 11 point, double spaced, not including attachments. Reply materials should be submitted to the IPSSA Headquarters office not later than the deadline for receipt, which will be not less than fifteen (15) calendar days from the date the complaint materials are sent to the Parties.

Reply materials are for use by the review panel and shall not be sent to the opposing party. Reply materials not meeting the criteria set forth in these rules shall be disregarded by the Review Panel.

5. DELIBERATION

Upon receipt of replies, the review panel may review and analyze the complaints and replies in the manner, and to the extent, it deems appropriate. The review panel may conduct its own research, seek input from advisors, and assess the credibility of written statements, evidence and arguments. Deliberation should generally be concluded within 30 calendar days of receipt of Replies.

C. DECISION

Upon conclusion of deliberation, and not more than ten (10) calendar days thereafter, the review panel shall prepare a written decision concerning the said written decision shall be sent to all parties. The decision shall be supported by not less than a majority of the review panel

members. The decision may include specific statements and instructions to the parties, including reasonable orders to apologize, pay damages, reimburse expenses of the other party, cease and desist specific conduct, or similar measures. The decision need not specify the reasons for the decision unless the review panel determines that it will do so. The review panel may also refer serious matters to IPSSA for formal disciplinary action pursuant to IPSSA Bylaws, Article IV, Section 4.7.

Failure to abide in the decision of the review panel within thirty (30) calendar days of the decision may result in disciplinary action pursuant to IPSSA Bylaws, up to and including expulsion from IPSSA.

The decision, or any portion thereof, may, in the discretion of the review panel, be published as deemed appropriate in the discretion of the Review Panel, with approval of the executive committee. Publication of a decision should be considered as may be necessary to protect the interests of IPSSA and IPSSA members generally. Review Panel members shall make no public comment concerning the DRP or the decision and shall maintain all matters relating to DRP as confidential unless otherwise determined in writing by the review panel or the Board of Regional Directors.

D. OTHER PROVISIONS

Interpretations of these rules may be made by the board of regional directors or its designate. These procedures may be amended with approval of the Board of Regional Directors.

MATCHING GRANTS

Any matching grant fund shall be budgeted by the BORD for assisting individual regions and chapters for community involvement, safety programs, and promoting IPSSA to the public. The spirit of the matching grant is to foster IPSSA promotions by facilitating new ideas from individual members, chapters and regions.

The matching grant funds shall be allocated evenly by region in each given year. If a region does not request funds in a given year, that region's representative may elect to reallocate their portion to the matching grant fund for redistribution. Any redistribution of funds must be approved by the BORD.

The BORD will match, up to the budget amount once a matching grant is approved by the regional Board.

Each region shall determine how to use its allotment of funds without BORD approval once it has been approved by the regional Board.

Individual members, chapters and regions of IPSSA in good standing qualify for matching grants.

- Matching grant requests must be submitted in writing to the regional director.
- The regional director shall qualify the request to meet the spirit of the matching grant program.
- The region must approve the grant by either a regional board meeting, regional board teleconference, or e-mail ballot, and the results will be posted in the regional minutes.
- The regional director shall then request the funds from the IPSSA BORD president or chief financial officer without BORD approval, as long as the requested amount does not exceed the region's budgeted amount.

The BORD shall review the matching grant program on a year-to-year basis and may elect to increase or decrease the fund in the following year's budget as it fits the need of IPSSA.

CONTRACT SIGNING AUTHORITY: Chapters and/or regions shall not enter into contractual agreements without receiving prior approval from the IPSSA Association Management Office. Chapters/regions shall submit these documents well in advance to permit review by legal counsel, at the discretion of the association office. This does not apply to contracts for the use of facilities in which to hold regular meetings by chapters and/or regions.

EDUCATION

IPSSA National accepts certification in the following courses as acceptable requirement for membership with proof. Chapters have the authority to decide if other certifications are acceptable or continue to require all members to certify in Water Chemistry.

List of Accepted Certifications for Membership Requirement:

- IPSSA Water Chemistry Exam
- PPSO – Professional Pool & Spa Operator
- PCCR – Pool Chemistry Certified – Residential
- CPO – Certified Pool Operator
- LA County Health Dept License
- Florida Registered/Certified Contractor Pool & Spa Exam

WATER CHEMISTRY CERTIFICATION TEST ADMINISTRATION: IPSSA water chemistry certification exam will be based on IPSSA's *Basic Training Manual-Part 1* and is administered through IPSSA's online portal. Exam link will be in the New Member Welcome letter. Hard-copy versions of the exam can be made available upon request. BORD members may appoint members in their regions they deem qualified and who are water chemistry certified to administer the IPSSA water chemistry exam in their regions if a new member cannot take the exam online.

New members taking the basic water chemistry exam online have ten opportunities to pass before they are shut out of the website. At that time, the president of the chapter they join will be notified. The president, after contacting the individual, can determine if the test should be administered personally or if the website should be enabled for an additional ten opportunities. If the individual still is unable to pass the test the regional director will be notified.

CERTIFICATE: All persons who passed receive immediate notification from the online management portal.

WATER CHEMISTRY CERTIFICATION: All IPSSA members in Los Angeles County who hold a current L.A. County Health Department license will receive an IPSSA certificate and decal in lieu of taking the IPSSA test. (10/1/94). For all of IPSSA to be consistent as it relates to the IPSSA Water Chemistry Certification test, the 1994 policy exempting Regions 3 and 4 from taking the test be rescinded. This motion does not affect members of regions 3 and 4 who qualified under the 1994 policy. **LANGUAGE BARRIERS:** Reasonable accommodations will be made because of language barriers or learning disabilities.

MANDATORY PASSING OF WATER CHEMISTRY TEST: Member has one year after join date to pass the IPSSA Water Chemistry Exam or provide proof of other qualifying certifications.

SUBMISSION OF TESTS TO ASSOCIATION OFFICE: All manual answer sheets for tests shall be

sent to IPSSA at info@ipssa.com, by a BORD member or an appointed test administrator within seven days of being administered.

NON-MEMBERS ADVERTISING WATER CHEMISTRY CERTIFICATION: A non-member firm or employee agrees that he/she will not advertise, display or otherwise promote IPSSA Water Chemistry certification or otherwise use the IPSSA or Independent Pool and Spa Service Association, Inc. name in connection with its advertising and promotions activities.

USE OF IPSSA NAME FOR EDUCATION PROGRAMS: Any IPSSA region, chapter, or member using the IPSSA name for any educational seminar, class, or any other format must receive an authorization from the education committee. Minimum requirements to receive the authorization: 1) Provide the name or title of the class and its purpose 60-days prior. 2) Provide the name of the instructor/instructors. 3) Provide a copy of any handouts, lesson plans, or any materials that will be used. 4) Provide the location, date, and time. 5) If any, what fees will be charged. IPSSA may require a fee for its authorization.

MAILING LIST: The IPSSA general membership mailing list will not be given out to anyone including members, associate members or outside organizations. This policy has been established to protect members from possibly being placed on inappropriate and or indiscriminate lists. If any party desires to reach all members, the following options are available: 1) Flyer or ad in *the IPSSAN*, 2) a special arrangement with the IPSSA Executive Director and Membership Program Committee Chair. This would include supplying the office with the number of letters or mailers to be sent (specific regions may be requested). For a fee plus postage, IPSSA will mail the information to the membership. Chapter presidents' lists will be released to associate members.)

The fee for associate members to use the IPSSA mailing list (according to the policy listed above) is 75 cents per name; the fee for nonmembers is 95 cents per name. Inserts into monthly dues statements should be used only for IPSSA-related communications, and not for commercial communications.

The item to be mailed must be approved in advance by the *membership program committee and marketing & communication* committees.

MEMBER PRIVACY

Any BORD member, chapter officer or member may not be given, any financial information, such as, credit card number and checking accounts numbers. Only BORD member, chapter president and treasurer may be given information if a member is in good standing. Details of why they are not in good standing may not be provided. **Credit information will not be provided to any member at any time.**

LEGAL QUESTIONS

Authorization for contacting IPSSA corporate legal counsel lies with the president, vice president, CFO or executive director. A majority vote of the BORD may also authorize a person to contact the IPSSA corporate legal counsel. Any IPSSA member or contractor will require authorization prior to contacting the IPSSA corporate legal counsel. Minimizing costs to IPSSA will be observed.

ENDORSEMENT OF PRODUCTS/SERVICES BY IPSSA INC

CHAPTERS AND REGIONS: Chapters and regions may not endorse products and/or services without the approval of IPSSA Inc.

CONFLICT OF INTEREST

This Conflict of Interest Policy of the Independent Pool and Spa Service Association: (1) defines conflicts of interest; (2) identifies classes of individuals within the organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. Definition of conflicts of interest. A conflict of interest arises when a person in a position of authority over the organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
2. Individuals covered. Persons covered by this policy are the organization's officers, directors, chief employed executive and chief employed finance executive.
3. Facilitation of disclosure. Persons covered by this policy will annually disclose or update to the chair of the board of regional directors on a form provided by the organization their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
4. Procedures to manage conflicts. For each interest disclosed to the chair of the board of regional directors, the chair will determine whether to: (a) take no action; (b) assure full disclosure to the board of regional directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the organization; or (d) ask the person to resign from his or her position in the organization or, if the person refuses to resign, become subject to possible removal in accordance with the organization's removal procedures. The organization's chief employed executive and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the chair of the board of regional directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

ROBERT'S RULES OF ORDER

Robert's Rules shall be the authority on all questions of parliamentary procedure.

THE IPSSAN

Letters to the editor must be accompanied by author's name, address, valid e-mail address, and a daytime phone number for verification purposes. (Your phone number will not be printed.) Letters to the editor containing erroneous or unverifiable information will be edited or rejected. No letter that makes personal attacks on someone's character will be published. The editorial staff reserves the right to edit for length or grammar or reject submitted material that does not meet these standards. Letters requiring a response will be held for publication until the response is received.

The IPSSAN should be printed prior to the end of the month.

The IPSSAN will be made available to employee members if requested by the regular member, to be mailed to the regular member's business address.

Adverting inserts for *membership* program committees.

TREASURY

The balance of the amount on dues billings that does not go to the chapters should go to the IPSSA general treasury. The total dues collected is determined by the BORD and changed at its discretion. If a member has dual membership and is a member of multiple chapters, that member is responsible chapter dues.

EDUCATION FUND

An option to make donations to the education fund may be placed on the IPSSA monthly dues invoices.

The BORD will determine if an annual donation from the general fund to the education fund will occur through budget directive.

The members-only page of the IPSSA web site will be accessible only to IPSSA regular and associate members.

MEMBER INSPECTION OF CORPORATE RECORDS

Members shall have the right to inspect the records of the corporation to the extent required by law. All member requests for records shall be in writing and shall state the purpose for the records requested. The purpose for the record request must indicate a reasonable basis for the request and the basis must be reasonably related to such member's interest as a member. If a member makes an appropriate request, the following types of records may be inspected: 1) The corporation's articles and bylaws and any amendments thereto; 2) The corporation's books and records of account; 3) Minutes of the proceedings of the BORD, the members and any committee; 4) A list of names and addresses of the members. Inspection requests shall be directed to the president of the corporation who will determine if the corporation should comply with the inspection request. In most cases, requests for inspection of the corporation's books of account or for the membership list should be directed to legal counsel to determine whether a member's request for such records is reasonable. Records must be provided in a reasonable time; however, the membership list should be provided within ten (10) days of the member's request (subject to the advice of legal counsel).

TERRY COWLES MEMORIAL AWARD

Nomination and review guidelines for this annual award program submitted. The award consists of an inscribed plaque and complimentary dinner tickets, hotel room for the recipient and a guest to attend the next annual IPSSA leadership banquet, and a check in the amount of \$1,000. Each region is eligible to nominate a member for this award. Region nominations are to be selected by the incumbent region Boards at their third quarterly Board meeting. Nominations should be delivered to the IPSSA, Inc. executive office using this form not later than October 20 for consideration at the November BORD meeting. The incumbent board of regional directors shall make the selection of that year's recipient at its November meeting. The member being nominated shall have contributed to the improvement of IPSSA and/or the pool service industry by any or all of the following: demonstrates professionalism (known to be an excellent technician, pursues course work to improve skills, conducts business in an ethical and professional manner, etc.); contributes to IPSSA (willingly does sick route when called upon; serves as chapter, region, or other officer or chairman within the organization, etc.); assists other service industry members (helps chapter members or other pool service professionals with chemical problems, difficult repairs, either through hands-on assistance or by sharing information); contributes to his/her community (participates in church, charitable, or other community activities

WHISTLEBLOWER POLICY

This Whistleblower Policy of the Independent Pool and Spa Service Association: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the organization; (2) specifies that the organization will protect the person from retaliation; and (3) identifies where such information can be reported.

1. Encouragement of reporting. The organization encourages complaints, reports or inquiries about illegal practices or serious violations of the organization's policies, including illegal or improper conduct by the organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the organization's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.
2. Protection from retaliation. The organization prohibits retaliation by or on behalf of the organization against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.
3. Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the organization's chief employed executive or chair of the board of regional directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to legal counsel. The organization will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the organization may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

DOCUMENT RETENTION AND DESTRUCTION POLICY

This Document Retention and Destruction Policy of the Independent Pool and Spa Service Association identifies the record retention responsibilities of staff an independent contractors, volunteers, and members of the board of regional directors for maintaining and documenting the storage and destruction of the organization's documents and records.

- 1) Rules. The organization's staff and independent contractors, volunteers, and members of the board of directors and are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the financial, legal or administrative staffs/departments or their equivalents; (b) all other paper and electronic documents will be destroyed after three years. (c) No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.
- 2) Terms for retention.
 - a) Retain permanently:
 - i) Governance records – Charter and amendments, bylaws, other organizational documents, governing board and board committee minutes.

- ii) Tax exemption determination letters and related correspondence.
- iii) Intellectual property records – Copyright and trademark registrations and samples of protected works.
- iv) Member records.
- b) Retain for eight years:
 - i) Tax records – Filed state and federal tax returns/reports and supporting records, files related to tax audits.
 - ii) Government relations records – State and federal lobbying and political contribution reports and supporting records.
- c) Retain for five years:
 - i) Financial records - both paper and electronic detail of all financial records including past bank statements and budgets.
- d) Retain for three years:
 - i) Lease, insurance, and contract/license records – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).
- e) Retain for one year:
 - i) All other electronic records, documents and files – Correspondence files, publications, survey information.
- 3) Exceptions. Exceptions to these rules and terms for retention may be granted only by the board of regional directors.

MEMBERSHIP

General and Employees

GENERAL:

FORMER IPSSA MEMBERS RE-APPLYING FOR MEMBERSHIP: Any former member may re-apply for membership. A re-applying member must submit a new application for membership to a current IPSSA chapter. The re-applying member must meet all of the current IPSSA bylaws and chapter standing rules and must have passed the IPSSA water chemistry certification exam.

DISCIPLINARY ACTION: A member may not avoid disciplinary action by any of IPSSA’s governing bodies by resignation of one’s membership. Any disciplinary action that is taken in regard to that member will be placed in the member’s permanent record.

INSURANCE REQUIREMENT: IPSSA members must provide proof of liability insurance for themselves and their employees that conforms to minimum liability insurance requirements established by IPSSA:

- Commercial general liability insurance: \$1,000,000 per occurrence
- This policy should cover the member’s work, i.e. pool service/repair or pool remodeling
- The member should have his carrier provide a certificate of insurance to IPSSA so that IPSSA will be notified if the policy is cancelled.
- The carrier shall have a rating of no less than “A” per A.M. Best Company.

Existing members that change their insurance must provide proof of uninterrupted insurance immediately and meets the minimum general commercial liability requirements.

EMPLOYEES:

EMPLOYEES: Members with employee(s), who perform the work of servicing, cleaning, maintaining, or repairing pools or spas, must provide liability insurance for each employee.

Employee(s) of regular members may also be required to participate in other IPSSA programs as may be instituted by the IPSSA Chapter or BORD. Any rights and privileges of membership for employee(s) shall be determined by the respective individual chapters except that employee(s) may not hold chapter, regional or BORD office and may not vote. Attendance requirements, if any, shall be set by each individual chapter.

Any removal of a regular member from good standing as set forth in Article VII will automatically terminate IPSSA liability coverage for that member's employee(s).

Any employee who may qualify to become a regular member must submit an application and fulfill the admission and membership requirements of a regular member. Employee(s) admitted to membership prior to June 4, 1988 shall maintain their current membership. Failure of a member to declare his/her employee(s) and conform to these conditions shall subject member to applicable provisions of the Bylaws.

MEMBERSHIP EXPULSION OR TERMINATION: At the announcement of any grievance process which may result in the termination or expulsion of any member, it shall be the responsibility of the chapter president to notify the regional director, who will be responsible for ensuring that the grievance process is conducted according to procedures specified in the IPSSA bylaws, standing rules and policies and procedures.

Any action, contemplated by a chapter or a region, under Section 4.7, Termination of Membership: Suspension or expulsion of members, should not be initiated until either the regional director and the BORD is notified of the impending action. Once notification has been made procedures in the bylaws will be followed.

1. Member / chapter will be given 15-day written notice of the proposed action. The reasons for the proposed action. Registered mail with return receipt is the desired means of notification.
2. The member / chapter shall be given an opportunity to be heard either orally or in writing at least 5 days before the effective date of the action. Either the chapter board or the regional board will conduct the hearing and if requested the hearing must be announced and scheduled ASAP. Minutes of the hearing must be kept and copies made available to all parties.
3. If the member / chapter is not satisfied with the decision they then have the right to appeal to the Region or BORD. This request for review must be in writing and received by the appropriate entity within 30 days of the previous decision.
4. All correspondence must be in writing and all minutes of proceedings except deliberation must be included in the next appropriate meeting minutes.
5. The regional director should ensure that all procedures are followed through the process.

USE OF IPSSA LOGO: Decals to be used only on IPSSA members' vehicles. Decals may not be placed on any equipment. Logo may be used on members' business cards, billing statements, stationery, web sites and business marketing materials. Logo may be used in members' yellow page

advertising. Logo may be used by associate members in advertising upon submission and approval by IPSSA. Companies that are chapter supporters must be associate members of IPSSA before being considered for permission to use the IPSSA logo and only upon submission and approval by IPSSA. Logo may be used by chapters on stationery, newsletters, signs (for table-top shows and other activities), and certificates of appreciation. Logo may be used by Western Pool and Spa Show, Pool Industry Expo, Texas Pool and Spa Expo, Southwest Pool and Spa Show, and Desert Pool and Spa Show. Logo may be used on all IPSSA merchandise purchased by IPSSA (shirts, hats, jackets, sweatshirts, tank tops).

AFFILIATE:

AFFILIATE MEMBER QUALIFICATIONS: An Affiliate member must derive the majority of income from the pool and/or spa industry or in direct support thereof. Member shall abide in applicable laws, regulations, and IPSSA bylaws, rules and policies: and abide in the decisions of duly constituted committees and the BORD of the association. Member will be and remain always dedicated to the purposes of IPSSA and its code of ethics. Member shall pay dues and fees as the BORD may fix from time to time. Membership may be subject to proximity/boundary restrictions as the BORD may establish. Entities and individuals that compete directly or materially with an IPSSA member benefit program shall not qualify as an affiliate member.

POLICIES AND PROCEDURES

BILLING

BILLING PROCEDURES: Dues invoices will be issued on the 20th of the preceding month. If a dues payment is not received by the 15th of the month, a reminder will be sent to that member. Member will have 10-days after the 15th to pay. If after such time, the member does not pay, they will be cancelled.

REINSTATEMENT: Those members being reinstated must complete an automatic withdraw form either by bank or credit card.

NSF FEES AND REPLACEMENT PAYMENTS: Fees for NSF checks or ACH transactions will be the rate charged by the bank. Replacement payments for NSF checks or ACH transactions must be made by certified check, money order or credit card or arrangements with the finance staff.

WITHHOLDING CHAPTER FUNDS FOR REGIONAL FINES: Regions have the right to withhold funds from chapter receipts.

EMPLOYEE DUES: All dues' billings for employee members will be billed to the regular member.

CHAPTER FINES

All chapter and/or regions have the authority to bill and collect fines for individual members.

DUE DATES FOR FINES: All fines levied under the provisions of Sec. 4.7.a.4 of the bylaws are due and payable by a date set by either the BORD, region or chapter that levies the fine. In the event of

an appeal and the fine determination are reversed then the BORD, region or chapter that levied the fine will refund it within 10 days of reversal.

All fines levied by the BORD, region or chapter must be paid by the 15th of the next month. If the fine payment is not received, a ten-day notice will be mailed that membership and insurance will be cancelled if the fine is not paid by the last day of that month.

MEMBERSHIP CANCELLATION: Members requesting cancellation of membership must do so in writing by email, fax or letter by mail.

EFFECTIVE DATE OF MEMBERSHIP: New applicants who have met all chapter requirements shall become a IPSSA member.

Employee members who have met all chapter requirements shall become a IPSSA member.

ANTITRUST POLICY AND COMPLIANCE GUIDELINES

IPSSA ANTITRUST LAW COMPLIANCE POLICY: It is the policy of the Independent Pool and Spa Service Association (IPSSA) and its members strictly to comply with laws and regulations applicable to their activities, including federal and state antitrust laws. It is further the policy of IPSSA to assist its members and volunteers in complying with federal and state antitrust laws. IPSSA members and leaders are expected to adhere to antitrust laws conscientiously. IPSSA will neither knowingly permit nor condone anti-competitive behavior, whether willful or inadvertent, in connection with any IPSSA activity.

ANTITRUST LAWS: The antitrust laws seek to preserve a free competitive economy. As a general rule, competitors may not restrain competition among themselves through understandings or agreements as to the price, the production or the distribution of their products, or other agreements that unreasonably restrict competitive capabilities or opportunities of their competitors, their suppliers or their customers. The antitrust laws also prohibit monopolization and attempts to monopolize, unfair methods of competition, unfair or deceptive acts or practices, most discrimination in prices between different purchasers in the sale of a commodity, exclusive dealing arrangements, most tying sales and requirements contracts, some joint ventures/mergers/consolidations, and similar activities. A more complete discussion of the antitrust laws (Sherman Act, Federal Trade Commission Act, the Clayton Act, the Robinson-Patman Act, and California's Cartwright Act) is available upon request from IPSSA.

However, antitrust laws are often unclear in terms of applicability to any given conduct. Whether or not an antitrust violation exists depends purely on the specific conduct and facts involved in each instance. Notwithstanding the nebulous nature of the antitrust law, penalties for violating them, both civil and criminal, are severe. Certain activities can result in felony criminal convictions with penalties of up to three (3) years in prison and \$100K fines for individuals and \$1,000K fines for corporations per offense. Also, treble damages are available to private persons enforcing the antitrust laws.

Association members and leaders, in particular, have compelling reasons to understand and comply with antitrust laws because antitrust violation commonly consist of two elements: 1) **concerted action** with produces 2) an **unreasonable restraint of competition**. Since IPSSA's activities involve meetings and activities of competitors (IPSSA members), the *concerted action* element can generally

be established without difficulty. The only other element necessary to prove a basic antitrust violation is to show that the action amounts to an *unreasonable restraint of competition*. So, agreements or activities of association members that are anti-competitive or have an anti-competitive effect, whether conducted as association business or not, could result in serious antitrust consequences.

MEMBER RESPONSIBILITIES: IPSSA programs are carefully designed and monitored on an ongoing basis to ensure compliance with antitrust law. Every IPSSA member, whether organizational or individual, has a duty and responsibility under the law to avoid and prevent antitrust violations. Every IPSSA member needs to understand basic antitrust laws, to recognize areas of potential antitrust risk, and to overtly object to and refuse to participate in any activity that poses antitrust risk until that risk is properly assessed and cleared by legal counsel or other qualified advisor.

AREAS OF RISK: It is not possible to provide a complete or specific list of activities that amount to an antitrust violation. However, it is helpful to identify areas of risk, where close attention can be paid to the possible anti-competitive nature of the agreements or activity involved. Some areas of risk include discussions of the following:

- Controlling or influencing current or future prices (for purchase or sale), controlling or influencing price increases or decreases, or stabilization or standardization of prices. Note: Discussion of prices established by third parties not influenced or controlled by the discussing parties is generally not, standing alone, anti-competitive or illegal.
- What constitutes a “fair” profit level
- Procedures for establishing selling prices, cash discounts, credit terms
- Control of sales levels, inventory levels or timing of sales
- Allocation or division of markets or geographical divisions of markets among competitors
- Agreements, recommendations or suggestions that members refuse to deal with certain other persons or firms (boycott)
- Whether or not the pricing practices of any competitor/industry member are unethical, or constitute an unfair trade practice
- Agreements limiting or restricting advertising

Again, some discussions relating to activities identified above will not amount to antitrust violations. However, discussions relating to them require thorough prior antitrust analysis and guidance in the discussion.

IPSSA MEETINGS: To avoid even the appearance of impropriety, as well as to avoid inadvertent violation of antitrust laws, all IPSSA board and committee meetings will be conducted in accordance with the following rules:

1. A written agenda will be prepared and distributed in advance of each meeting. Agendized issues with potential antitrust implications will be reviewed and discussed by the chairman, executive director and legal counsel, if deemed appropriate. Additions to the agenda having potential antitrust implications should be postponed, or discussions of such matters held with legal counsel or other qualified advisor present.
2. Accurate, detailed meeting minutes of every meeting will be prepared and reviewed. Audio, video or other recordings of meetings will not be permitted. Minutes will be approved at the next meeting.
3. In the event of concern regarding potential antitrust implications of a discussion, discussion must be discontinued pending resolution of the matter through the executive director or legal counsel, if necessary.

4. In the event that any member has a concern about potential antitrust implications of discussion during a meeting, he or she shall interrupt discussion and state that concern immediately. If discussion is not terminated and the concern resolved, the concerned member should state that he or she is leaving the meeting for that leave.
5. Conversations involving discussion of matters in violation of this policy will not be tolerated at IPSSA meeting and violating parties may be ejected from the meeting by the chairman.

These antitrust policies and guidelines have been prepared for general reference only. It is intended to inform IPSSA leaders and members of basic antitrust principles to assist them in acting responsibly in the conduct of IPSSA and members business activities. It must not be considered as a substitute for competent legal advice. It is recommended that interested persons confer with competent legal counsel concerning this and other significant legal issues.

IPSSA Policy Concerning Eligible Exhibitors

Only a person or entity identified in a signed exhibitor agreement, that has been approved by IPSSA, may exhibit at or in connection with an IPSSA meeting. IPSSA retains the sole and exclusive right to determine which companies and organizations may exhibit at or in connection with IPSSA meetings.

Without limiting the preceding sentences, IPSSA may refuse to accept as an exhibitor persons or entities (1) selling or promoting goods or services not related directly to the business of providing pool and spa services; (2) selling or promoting goods or services that are determined to be disreputable, controversial, speculative, offensive, distasteful, unlawful, false or misleading; (3) the presence of which may cause disruption of or interference of any kind with the show; or (4) that compete in a material way directly against IPSSA or any of its subdivisions (including the applicant's agents, representatives and affiliates of said persons or entities, but not including individuals or entities that compete with other exhibitors or any other IPSSA affiliate or sponsor). This is a partial list of reasons for exclusion from an IPSSA show; other circumstances may result in refusal to admit an applicant as an exhibitor, in the sole discretion of IPSSA.

IPSSA reserves the right to require, in its sole discretion as a condition of admittance to the show as an exhibitor, written and/or financial assurances from an applicant concerning any circumstance or condition of reasonable concern to IPSSA.

This policy shall apply to applicants and exhibitors at all times, including after an exhibitor's application for exhibit space has been approved. In the event that IPSSA has accepted exhibit fees but subsequently reasonably determines that the applicant/exhibitor is not eligible to be an exhibitor, IPSSA shall refund all fees paid to the applicant/exhibitor not later than thirty (30) days after the applicant/exhibitor is notified of said ineligibility.

Only the organization whose name appears at the top of its exhibitor agreement is eligible to be placed in the booth or appear on any printed list of exhibitors