



AMC INSTITUTE POLICIES

Created: December 1998

Updated 8/1/99, 01, & 02; 5/1/03; 1/29, 7/1, & 11/1/04; and 3/28, 5/31, & 8/12/05; 2/9/06; 12/26/06; 2/8/07; 5/7/08; 9/30/08, 7/9/09, 9/16/11; 7/31/12; 9/12/13; 11/7/13; 11/11/15; 2/7/17; 11/2/17

These policies are in full agreement with AMC Institute's Bylaws, Best Professional Practices and Code of Ethics.

Accreditation			
#	Policy	Responsibility	Effective Date
1.	Extension requests for AMCs renewing their accreditation will be brought before AMC Institute's Chief Executive Officer for approval. A three-month extension will be granted in situations where a major life event has occurred.	Staff	9/12/06 updated 11/7/14
2.	If companies do not meet the deadline for re-accreditation, a letter will be sent by legal counsel informing them that they need to remove all accreditation logos and references from their website and promotional materials.	Staff	9/12/06
3.	Newly accredited and re-accredited companies will receive an accreditation certificate stating date of expiration.	Staff	8/1/02

Board of Directors			
#	Policy	Responsibility	Effective Date
1.	An employee of the company managing the organization may not be elected to the Board of Directors.	Staff/Board	5/10/96
2.	The AMC contracted by AMC Institute for services must be an AMC Institute Accredited AMC.	Board	10/2/2003
3.	The Board supports an industry antitrust policy prepared by our corporate attorney. This policy will be posted on the AMC Institute website and portions included or referenced at official AMC Institute member meetings. The full policy can be found in Addendum A at the end of this document.	Staff	1/29/04
4.	Invited Guest Policy for Board Meetings: AMC Institute Board meetings are open to member observers by Board invitation only.	Staff/Board	12/13/11
5.	To be an effective and strategic Board of Directors it is critical that Board members are engaged, interact and participate in discussion. To that end, there will be no conference call in number sanctioned for Board members that cannot attend AMCI's three (3) in-person Board meetings. Any deviation from this policy will be at the discretion of the Chair due to extenuating circumstances.	Board	11/11/15
6.	Any member in good standing who previously served on the Board of Directors shall become eligible to run again after one full year off the Board.	Staff	2/7/17

Finance and Investment			
#	Policy	Responsibility	Effective Date
1.	The Executive Committee will approve an accounting firm to conduct the annual audit of the financial records.	Staff/Treasurer	8/13/98; 11/7/13
2.	Any unbudgeted expense over \$5,000 needs approval from Treasurer or Chair; Treasurer will review and approve all monthly financial statements.	Staff, Treasurer & President	8/12/05 updated 9/12/13
3.	AMC Institute's Investment Policy and Reserve Policy can be found in Addendum B and C, respectively. A review of these policies will take place by Executive Committee at least every two years with any recommended changes going to the board for final approval.	Staff, Treasurer, Finance Committee	7/9/09

General Operations			
#	Policy	Responsibility	Effective Date
1.	Insurance programs are available to members only.	Staff/Insurance provider	5/22/97 updated 8/1/02
2.	Board minutes and Action Items list will be prepared and distributed by staff within two weeks of a meeting.	Staff/ Secretary	5/22/07 updated 9/12/13
3.	Member companies may be selected to provide services to AMC Institute. AMCs awarded a contract for services, on an ongoing basis and whose value exceeds 5% of the AMC Institute's annual operating budget may not also hold a Board seat concurrent with the duration of the contract.	Staff	2/9/07 updated 9/12/13
4.	AMCI is in the unique position of being managed by one of its members. Although policy dictates that the AMC managing AMCI may not be elected to the Board of Directors, an owner of such AMC is encouraged to attend one Board meeting a year in an advisory position to maintain open lines of communication. In addition, the employees of the AMC managing AMCI are encouraged to participate in any task force, committee, committee chair role, except where there could be a perceived or real conflict of interest (e.g. related to budget, hiring vendors, nominating, etc.).	Board	11/2/2017

Meetings			
#	Policy	Responsibility	Effective Date
1.	The CEO shall recommend future meeting sites and confirm. Effort will be made to rotate the meetings locations around the country and to use associate member properties.	CEO	8/13/98 updated 8/1/02 & 9/12/13
2.	Individual firms who qualify for Active Membership may attend 1 meeting at the non-member rate.	Staff	8/13/98 updated 9/12/13
3.	Members of the Press will be extended a complimentary registration to all conferences.	Staff	5/11/95
4.	Associate organizations may not attend meetings unless they are AMC Institute members.	Staff	9/12/13

Membership - Active Members			
#	Policy	Responsibility	Effective Date
1.	Member AMCs must be either a for-profit business or a for-profit subsidiary of another organization.	Staff/Board	9/12/06
2.	Any for-profit corporation, partnership, individual proprietorship, or L.L.C. actively providing full association management services on a fee basis to one trade or professional association shall be eligible if they are in compliance with all of the other membership eligibility requirements.	Staff	1/29/01; Updated 9/12/06
3.	Provisional Status AMCs that manage one full-service association are granted a 12-month Provisional Membership. At the end of the 12-months, they are asked to apply for Active Membership, if they have acquired a second full-service client, or can apply for a 12-month extension by submitting a one-page growth plan to the Board of Directors for review. Approval barring, at the end of the 12-month extension they are asked to apply for Active Membership or return when they have acquired a second full-service client.	Staff	8/1/05; updated 9/16/11; updated 9/12/13
4.	Should any AMCI member (Active or Associate) allow their membership to lapse for more than 30 days, there will be a \$250 reinstatement fee in order to bring their dues payment current.	Staff/Board	11/11/15
5.	If a vendor company also owns an AMC, then the vendor company needs to have purchased an AMCI active member membership first, in order to market such services to AMCI members and also be considered as an AMC Institute member. They have no requirement to also hold an associate membership but can voluntarily do so.	Staff	2/7/17

Membership - Associate Members

#	Policy	Responsibility	Effective Date
1.	No more than 33% of the total membership will be associate members.	Staff/Board	5/12/99, 5/7/12; 8/2/13
2.	An Associate Member can become a Strategic Partner of AMC Institute by paying dues and entering into a Strategic Partnership agreement that provides mutual benefit to both the Strategic Partner and AMC Institute and a benefit to the members of AMC Institute either financial or material.	Staff/Board	8/1/05; updated 9/16/11; 9/12/13; 2/7/17
3.	An Associate Member may join the Leadership Circle at any time. Leadership Circle fees are not prorated and benefits are not transferable to other events or subsequent years. Leadership Circle is renewed annually in January for a period of 1 year. Leadership Circle members may also opt into a three-year agreement with a 10% savings on annual fees.	Staff/Board	8/1/05; updated 9/12/13; 2/7/17
4.	A Strategic Partner may become a partner at any time during the year for one year with an annual opportunity to renew the relationship. Headquarters and the Chief Executive Officer may approve partnerships.	Staff	9/12/13
5.	Should any AMCI member (Active or Associate) allow their membership to lapse for more than 30 days, there will be a \$250 reinstatement fee in order to bring their dues payment current.	Staff/Board	11/11/15
6.	Any subsidiary organization(s) of a current member is required to join the AMC Institute as a separate entity to be considered a member of the Institute.	Staff	
7.	Strategic Partners & Leadership Circle members receive the highest consideration for open Associate Member seats on the AMC Institute Board of Directors provided candidate meets other board criteria.	Nominating Committee	

New Business Referral

#	Policy	Responsibility	Effective Date
1.	The management company contracted by the Board of Directors to provide services is eligible to participate in and bid on RFPs. There shall be no advanced advantage taken by the AMC.	Staff	8/13/96
2.	Any organization submitting an RFP for management services is strongly encouraged to notify their current management company. This statement of best practice will be included on the RFP Association Profile form on the website.	Staff	9/12/06; updated 9/12/13

Programs and Services

#	Policy	Responsibility	Effective Date
1.	Marketing: Articles written by the contractors representing AMC Institute should contain a byline that identifies AMC Institute and not the individual's company. AMC Institute has the authority to waive the policy based upon unique situations.	Staff	7/9/09



AMC INSTITUTE POLICIES

ADDENDUM A

ANTITRUST POLICY

Date: October 14, 2003

Introduction

There is no reason for a company or an individual to withhold participation in an association for fear of violating the antitrust laws. Courts have universally held that membership in an association and participation in traditional association activities are entirely legal and appropriate and in no manner indicate intent to engage in unlawful trade practices.

Because trade associations are comprised of competitors, however, they do need to be sensitive to the restrictions of the antitrust laws. The antitrust laws are intended to foster and protect competition. As such, the laws prohibit particular anticompetitive activities, and more generally those, which are deemed to unreasonably restrain trade. For these reasons, this Antitrust Policy has been developed to provide a general overview of antitrust laws as applied to associations and to assist the Association in conducting its activities in conformity with those laws.

Overview of the Antitrust Laws

The basic statutes, which are applicable to trade associations, are the Sherman Act and the Federal Trade Commission Act. The Sherman Act prohibits "contracts, combinations or conspiracies in restraint of trade or commerce." Taken together, the contract, combination or conspiracy requirement has been found to exist where there is some form of agreement between two or more parties. Such agreements may be explicit, e.g., taking the form of a contract or other oral or written communication, or implicit, e.g., implied by the conduct of the parties and construed to indicate an agreement was formed.

Section 5 of the Federal Trade Commission Act prohibits "unfair methods of competition" and "unfair or deceptive acts or practices." The FTC Act's broad enforcement provision empowers the FTC to determine the meaning of "unfair." In addition, activities considered illegal under the Sherman Act also are generally unlawful under Section 5 of the FTC Act. Furthermore, Section 4 of the FTC Act empowers the FTC to take action against "incipient" unfair practices; that is, conduct which does not yet amount to—but is likely to lead to—a violation of the other antitrust statutes.

Enforcement and Penalties

The U.S. Department of Justice, States, and private parties harmed by the anticompetitive conduct of others may bring suit for violations of the Sherman Act. Enforcement of the FTC Act is vested exclusively in the FTC. Violations of the Sherman Act may result in both criminal and civil penalties. In addition, private plaintiffs may recover three times the amount of damages suffered, plus the costs of bringing suit, including attorneys' fees.

Therefore, it is imperative that all Association members, directors and officers, and staff take all appropriate measures to minimize the risk of antitrust violations.

General Antitrust Guidelines

While the antitrust laws apply to all business, there are several types of activities that are particularly relevant to trade associations.

Price-Fixing - Any agreement among competitors to raise, lower or stabilize prices is unlawful, even if the agreed-upon price is reasonable, and even if the agreement is never put into effect. Details like credit terms, discounts, and warranties are elements of price. Competitors may be charged with illegal price fixing if they discuss general pricing ranges or policies because these discussions may have an impact on actual price quotations. At no time shall any discussion or agreement among members take place regarding product prices, price changes, or any other subjects bearing on product pricing.

Agreements to Divide Customers or Territory - Territorial or market allocation involves an agreement among competitors operating at the same level of the market structure—such as manufacturers, distributors, etc.—to divide the market in such a way as to allow each party to the agreement to serve its share of the market without competition from the others. An agreement among members of an association to divide customers is an antitrust violation. The antitrust laws expressly prohibit any understanding or agreement between competitors or members of an association involving division or allocation of customers or territory. Even an informal agreement whereby one member agrees to stay out of another's territory will constitute a violation.

Group Boycotts - A collective refusal by otherwise competing companies to deal with some third party, sometimes called a “group boycott,” raises serious antitrust concerns. It is unlawful for one company to agree with another company that neither one will do business with a particular supplier or customer, or that they will do business only with certain suppliers or customers or only on certain terms and conditions.

Membership Restrictions – As a general rule, any company that meets the criteria for membership and pays the applicable dues should be admitted, and allowed to remain, as a member. Considerations such as competitive concerns, commercial disputes, or personal animosity should not be a basis for denying or revoking membership; a trade association is not a social club. Denial of, or expulsion from, membership may constitute a restraint of trade because it could limit the ability of the applicant or nonmember to compete.

Product Standards – Many associations develop standards related to product manufacture, performance, or compatibility. These standards must be prepared through a consensus process that is balanced and allows for participation by all interested parties, and must be based on objective technical, engineering, and safety factors. Whether a member chooses to offer products in conformance with any standard shall be a voluntary decision.

Codes of Ethics - Associations may develop a code of ethics or business practices, and membership in the association may be contingent upon adherence to such rules. However, a code or similar document may not unlawfully regulate legitimate business practices, such as advertising that is not false or misleading, competition with other association members, or offering products or services at reduced prices. Any enforcement process must be fair and non-discriminatory.

Industry Statistics - The compilation and distribution of industry data on various topics is one of the most valuable services that an association can provide. These programs should be administered by the association to ensure that reports consist of data in composite form, and the information submitted by specific member companies is not revealed. Statistical programs also may not be used as a means of fixing prices, allocating production, or otherwise restraining trade.

Association Meetings - To minimize the possibility of antitrust problems at association gatherings, the following guidelines should be followed at all meetings of the Board of Directors and committees, as well as all association-sponsored conventions, trade shows, training seminars, conferences, and task force and working group sessions.

- **DO NOT** discuss your prices or competitors' prices with a competitor (except when buying from or selling to that competitor) or anything, which might affect prices such as costs, discounts, terms of sale, or profit margins.
- **DO NOT** agree with competitors to uniform terms of sale, warranties, or contract provisions.
- **DO NOT** agree with competitors to divide customers or territories.
- **DO NOT** act jointly with one or more competitors to put another competitor at a disadvantage.

- **DO NOT** try to prevent your supplier from selling to your competitor.
- **DO NOT** discuss your future pricing, marketing, or policy plans with competitors.
- **DO NOT** discuss your customers with your competitors.
- **DO NOT** make statements about your future plans regarding pricing, expansion, or other policies with competitive overtones. Do not participate in discussions where other members do.
- **DO NOT** propose or agree to any standardization, which will injure your competitor.
- **DO NOT** attend or stay at any informal meeting where there is no agenda, no minutes are taken, and no association staff member is present.
- **DO NOT** do anything before or after association meetings, or at social events, which would be improper at a formal association meeting.
- **DO** alert association staff and legal counsel to anything improper.
- **DO** send copies to an association staff member of any communications or documents sent, received, or developed by you when acting for the association.
- **DO** alert every employee in your company who deals with the association to these guidelines.
- **DO** be conservative. If you feel an activity might be improper, ask for guidance from association staff or legal counsel in advance.



AMC INSTITUTE POLICIES

ADDENDUM B

Short Term (One Year or Less) Investments of Operating Funds

A. Objective

1. Priority is placed on the preservation of principal to maximize the rate of return with minimum risk. A reasonable guideline is to invest all funds in insured cash equivalent investments, while maintaining sufficient liquidity to meet any and all routine expenditures.

B. Guidelines

1. The Chief Executive Officer and/or Management Advisor exercise full investment discretion with the advice and consent of the Executive Committee or Board of Directors.

C. Restrictions

Investment activity in the following will be prohibited:

1. Legally prohibited transactions.
2. Any municipal or other tax exempt securities.
3. Short sales.
4. Margin purchases or borrowing money.
5. Letter stock, private placements or direct placements.
6. Commodities.
7. Cash equivalent securities at financial institutions where the Association has already reached the insured limit for all monies held at that institution.
8. Derivatives

D. Short-Term Investments

It shall be the financial policy to invest short-term funds in:

1. United States or agency obligations, state or municipal bonds, notes bills or other forms of governmental short-term indebtedness.
2. Certificates of deposit at FDIC or FSLIC insured commercial banks and savings banks only up to the amount that is FDIC or FSLIC insured.
3. Savings and/or money market investment accounts.
4. Prime commercial paper.
5. Investment should not cover two fiscal years if possible. Naturally, investment purchased in the 11th or 12th month of the association's fiscal year can mature in the following fiscal year.
 - I. The purpose of this point is not to overly distort investment earnings.

Note: In the investment of short-term funds, care shall be exercised so as not to invest undue amounts with any institution relative to the size of such institution. The paramount objective of short-term investments shall be the quality and yield of the investment.



AMC INSTITUTE POLICIES

ADDENDUM C

AMC Institute Reserve Policy Approved – September 26, 2007

Goal:

To achieve and maintain total organizational reserves in a range equal to 75% - 100% of the previous year's audited total revenue.

Classification:

The reserves shall be divided into two funds: Operating Reserve and Special Projects Reserve.

Operating Reserve:

The purpose of the Operating Reserve is to protect against unforeseen economic emergencies and ensure long-term viability of the organization. The target balance is an amount equal to 50% of the previous year's audited total revenue. The Operating Reserve will be funded annually with the amount of revenue in excess of expense from the prior year's activity. When the balance of the fund is in excess of the target balance, any excess is to be transferred to the Special Projects Reserve. In contrast, when the balance of the fund falls below the target balance, efforts need to be made during the annual budget process to plan for a contribution to the fund. It will be required that the next annual budget include an expense line item in an amount equal to 5% of the annual budgeted revenue prior to determining the net excess / deficit for the year.

Special Projects Reserve:

The purpose of the Special Projects Reserve is to provide financial support for special opportunities for the organization in order to help fulfill its mission without impacting regular operations. The target balance is an amount within a range of 25% - 50% of the previous year's audited total revenue. The Special Projects Reserve will be funded annually from any excess of the Operating Reserve over its target balance or through the actions of the board of directors.