

AMERICAN DRIVING SOCIETY
POLICIES AND PROCEDURES

January 17, 2009

PREAMBLE 1

DEFINITIONS 1

MEMBERS (PURSUANT TO BYLAWS, ARTICLE III) 2

ANNUAL MEETING 4

REGIONS OF THE AMERICAN DRIVING SOCIETY 4

COMMITTEES 5

ELECTIONS (BYLAWS ARTICLE IX, SECTION 2) 10

ELECTION OF OFFICERS (BYLAWS, ARTICLE IX, SECTION B) 10

REPLACING VACANT POSITIONS 11

ADMINISTRATION 11

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I. PREAMBLE

A. This document arose out of the need for a way to document established methods of operation of various committees and offices within the Society in a way that was less rigid and formal than the Bylaws. In general, “policies” will refer to Board-approved practices and procedures that may be considered the equivalent of “rules” e.g. the structure of dues and membership categories -- and “procedures” will refer to outlines of how things are being done, have been done, or should be done -- e. g. the descriptions of duties of offices and committees. There will be no attempt to draw a sharp line between the two.

B. Changes to the Policies and Procedures may be made in any of several ways:

1. Descriptions of procedures followed in routine operations, submitted by Society Officers or Chairpersons of standing or special committees, will be incorporated with notation of submitting committee Chair or other responsible person, and date of incorporation of change.
2. Policies adopted by vote of the ADS Board of Directors by majority vote at a legally convened meeting may be incorporated with date and place of vote appropriately noted.
3. The Bylaws and Governance Committee may formulate policies and procedures it deems to be useful for the operation of the Society. These will be submitted for approval to the Board of Directors, Officers, Committees, or other appropriate bodies and if approved will be incorporated with date and source of approval noted.

II. DEFINITIONS

Unless otherwise specified, terms used in these Policies and Procedures (P&P) shall have the following meanings:

- A. Member(s) means persons in good standing with the American Driving Society (“ADS”).
- B. Certificate of Incorporation (“Certificate”) means the Organizational Document of the ADS.
- C. Bylaws means the Bylaws of the ADS.
- D. Board of Directors (“BOD”) means the BOD of the ADS.
- E. “Secretary” means the Secretary of the ADS.

F. Chairperson (“Chair”) means the BOD member responsible for running meetings and reporting the actions of that committee back to the BOD.

G. “Officer” means an Officer of the ADS.

H. “Office” means the Executive Office of the ADS

III. MEMBERS (PURSUANT TO BYLAWS, ARTICLE III)

A. Membership Categories and Dues. Dues for all applicable categories of membership are set by the BOD and are due when the member initially joins the ADS and every 12 months thereafter on the anniversary date of affiliation.

1. Honorary Directors.

Persons may be appointed by the BOD who shall be exempt from the payment of dues.

2. Founding Members

Those persons who contributed to the formation of the ADS. This is an honorary membership designation. Privileges, voting rights and dues are determined by any other category of membership which they maintain.

3. Life Members

a. Those persons who have made a single payment in support of the ADS.

b. Once life members have paid their dues, no dues assessment may be required of them. Life Members shall have all benefits and privileges of membership, including voting rights.

c. Life Member Dues: \$1,000.00 single lifetime payment

4. Family Members

a. Those families, consisting of no more than two adults and their children under the age of eighteen (18).

b. The family shall have all benefits and privileges of membership except that only the two adults shall have voting rights.

c. Family Member Dues: \$85 Paid Annually

5. Individual Members

a. Those persons who have reached their eighteenth (18th) birthday and no longer qualify as a Junior.

b. Individual members shall have all benefits and privileges of membership, including voting rights.

c. Individual Member Dues: \$75 Paid Annually

6. Junior Members

a. Those persons who have not reached their eighteenth (18th) birthday.

b. The age of an individual on December 1st shall be maintained for one year thereafter. Persons born on December 1st shall assume the greater age on that date.

c. They shall be eligible to attend all meetings of the membership and take part in all Junior Programs developed by the ADS but shall have no voting privileges.

d. Junior Member Dues: \$40 Paid Annually

7. Club Member

a. Those organized driving clubs who affiliate with the ADS by paying annual dues.

b. The Club will receive all publications of the ADS and may appoint a representative to attend all meetings of the ADS's members but shall have no voting privileges

c. Club Member Dues: \$60 Paid Annually

8. Commercial Members

a. Those businesses, organizations or institutions who affiliate with the ADS by paying annual dues.

b. Commercial members will receive all publications of the ADS and may attend meetings of the ADS's members but shall have no voting privileges.

c. Commercial Member Dues: \$100 Paid Annually

B. Memberships (except life memberships) expire on the anniversary date of the member's ADS affiliation.

C. Members will receive a full year of publications regardless of their join date.

D. Payment of membership dues may be by check, Visa or Mastercard. Membership dues must be submitted by anniversary date of the member's ADS affiliation.

E. Membership Termination

In accordance with the ADS Bylaws, membership may be terminated by:

1. Resignation

a. A member may resign by filing a written resignation with the Secretary.

b. Resignation does not relieve the member from obligation to pay any dues and other charges accrued and unpaid.

2. Non Payment of Dues. The membership of any member shall be terminated without prejudice if dues, assessments, or other charges are in default on the day following the anniversary date of the member's ADS affiliation.

3. Expulsion or Suspension. The BOD by may suspend or expel any member for conduct deemed to be prejudicial to the ADS in accordance with these Policies and Procedures.

a. A member may be suspended or expelled from the ADS by a vote of 2/3 of the BOD for conduct deemed by the BOD to be prejudicial to the interests of the ADS.

b. The member must be given notice in writing by Registered Mail of the reason for the disciplinary action at least three weeks prior to such a vote and an opportunity to be heard or respond in writing must be afforded the member.

c. The ADS Process for investigating complaints may be followed as appropriate to the situation.

IV. ANNUAL MEETING

A. A meeting of the members of the ADS will be held annually for the transaction of business of the Society. Directors shall be elected at the Annual meeting in even numbered years. In addition, the Annual Reports of the Officers and Standing Committees will be presented at this meeting.

B. Motions (formal proposals by a member) to be considered by the BOD may be in writing and sent to the Secretary or designee 21 days prior to the meeting in order to appear on the Agenda for the Annual Meeting. Motions by members may be made from the floor but for accuracy a written copy must be given to the Secretary at the Annual Meeting.

C. For nominations from the floor of the Annual Meeting, See Bylaws, Article IX, Section 2.

V. REGIONS OF THE AMERICAN DRIVING SOCIETY

A. The ADS is divided into eight regions to help meet the purposes of the organization as stated in the Bylaws. The Regions are principally formed to facilitate the administrative requirements of the ADS's activities and are not to be construed in any way as barriers to cooperative efforts or activities by ADS members or affiliated clubs in different Regions. Any ADS member or affiliated club may participate in any Region's activity.

1. Northeast Region: Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, Connecticut, New York, Ontario, Quebec, Newfoundland and Labrador, Nova Scotia, Prince Edward Island and New Brunswick
2. Mid-Atlantic Region: New Jersey, Pennsylvania, Delaware, Maryland, Virginia, and West Virginia
3. Southeast Region: South Carolina, North Carolina, Georgia, Florida, Alabama, Mississippi, Kentucky and Tennessee
4. Central Region: Indiana, Illinois, Ohio, and Michigan
5. Midwest Region: Wisconsin, Missouri, Iowa, Minnesota, Kansas, Nebraska, South Dakota, North Dakota, Manitoba, Nunavet Territory and Saskatchewan
6. Southwest Region: Arkansas, Oklahoma, Louisiana, Texas, New Mexico, Colorado, Utah:
7. Pacific Region: Arizona, California, Nevada, and Hawaii
8. Northwest Region: Wyoming, Idaho, Montana, Oregon, Washington, Alaska, British Columbia, Alberta, Northwest Territory and Yukon Territory
9. The Regions shall determine for themselves:
 - a. Their particular manner of administration and administrative structure.
 - b. Their desired activities and the priority given to each;
 - c. The appropriateness and amount of any Regional fees required for Regional activities
 - d. Each Region shall have a Regional Director who shall be nominated by the Nominating Committee of the ADS with the advice of that Region.
 - i. Election of the Regional Director shall be for a term of two years commencing January 1, of the year immediate following their election.
 - ii. Vacant positions shall be filled by the President until the next annual meeting.
 - iii. The Regional Director's duties shall include but not be limited to representation of the Region's position on the ADS's BOD, as well as representation of the ADS's presence in the Region.

VI. COMMITTEES

A. PROCEDURES FOR THE NOMINATING COMMITTEE (Bylaws, Article IX)

Note: dates are approximate and depend on the date of the Annual Meeting. At the Annual Meeting, held in the year prior to elections, members of the Nominating Com-

mittee shall be confirmed so that they have an opportunity to meet in person. The Nominating Committee is charged by the President, at the BOD meeting in the fall preceding the election year, as set forth in the Bylaws.

1. The Nominating Committee shall meet in person at least once. Logically, this would be at the business meeting of the BOD, but may be at a time and place called by the Chair that suits the Committee.
2. The Nominating Committee is comprised as indicated in Bylaw, Article IX, Section 1.
3. If there is no regular committee member from a Standing Committee to sit on the Nominating Committee, then the Chair of that Standing Committee shall represent that committee on the Nominating Committee.
4. It will be necessary for the Nominating Committee to obtain the following dates from the Office:
 - a. The date of the Annual Meeting
 - b. The publication dates of the WHIP/WHEELHORSE for the election year.
5. The Chair suggests deadlines for the various tasks outlined below and the Committee shall agree on their choice of communication – E-mail, phone, etc.
 - a. The Nominating Committee shall place a notice in the January WHIP/WHEELHORSE of the election year regarding the election and ask for suggestions or volunteers for open positions. A deadline for the submission of this information needs to be established by the Committee.
 - b. In April of the election year, a letter shall be sent to all Directors and Committee Chairs notifying them of the expiration of their terms and asking if re-nominated, would they care to serve another term if allowed by the Bylaws.
 - i. The letter shall include a response form and a place for the Director or Committee Chair to make suggestions for replacement.
 - ii. Replies shall be requested by no later than May 1.
 - iii. The letter shall also state, that if there is no response by the deadline, then it shall be considered that the incumbent is not interested in continuing in the position.
 - iv. This letter will be composed by the chair of the Nominating Committee, reviewed by the Nominating Committee and sent to the Office for mailing.
 - c. May and June
 - i. The Nominating Committee shall:
 - (A). Meet in person, if possible, but otherwise by E-mail and finally conference call to prepare the slate of candidates.

(B). Contact those nominated and not re-nominated by telephone. This task may be done by the Nominating Committee, the Office or both.

(C). Give the final slate to the Office, along with a list of those not resuming their posts. The Chair of the Nominating Committee shall write letters to all former Officers and BOD members, thanking them for service completed. The letters shall be mailed by the Office.

(D). The Chair of the Nominating Committee shall write letters to those nominated, confirming their nomination, which letters shall be mailed by the Office.

d. August

i. The Nominating Committee shall publish in the August WHIP/WHEEL-HORSE, the proposed slate of candidates and a brief biography of each of them.

6. Positions to be Filled, (Bylaws, Article V, Section 1)

There shall be no more than 35 nor less than 25 directors, including 4 Officers, the immediate past president and the Chair of the Hoopes-Addis Trust

a. The Treasurer is automatically Chair of the Budget and Finance Committee, so that Chair is not up for election.

b. Chairs of committees are Director-Chairs, so that voting for one, includes a vote for the other.

c. There will also be elected an appropriate number of Regional Directors.

d. It is strongly recommended that not all Director's At-large seats be filled, allowing for some leeway to create a new committee, invite a person to be a Director, etc.

e. There shall be no co-Chairs of committees¹

f. Spouses shall not be seated simultaneously on the BOD²

1. Committee Chairs who need assistance can appoint a committee member to help with a particular task. The Board has found that the co-Chair system is confusing as to who has voting authority and may restrict the available seats for Directors-at-Large.

2. This is an old precedent established because it is the desire of the ADS to have as extensive and varied a Board of Directors as possible.

B. LICENSED OFFICIALS COMMITTEE

1. Reserved for future expansion
2. Process for Disciplinary Action
 - a. Purpose: To make a good faith determination that sufficient cause, based on reasonable grounds, exists to warrant some degree of advisory or disciplinary action.
 - b. This process shall be followed, as appropriate to the situation, when a disciplinary action is taken by the Licensed Officials Committee.
 - c. Initial contact:
 - i. Review any prior complaints/evaluations/reports
 - ii. Determine who shall conduct the investigation in good faith and objectivity
 - iii. The interviews shall be in writing
 - iv. Determine who should be interviewed. These may include:
 - (A). Person filing the complaint
 - (B). Official who is the subject of the complaint
 - (C). Witnesses
 - (D). Anyone with relevant information
 - (E). Those the complainant/Official have asked to be interviewed
 - d. Identify all the issues
 - i. Review guidelines and rules that apply to the situation
 - ii. Ask how the problem can be resolved
 - e. Gather all material facts
 - i. What happened?
 - ii. When did it happen?
 - iii. Where did it happen?
 - iv. Who was there?
 - f. Make sure all involved are comfortable with the objectivity of the process
 - i. Thank the complainant for raising the issue
 - ii. Advise that the ADS does not allow retaliation or reprisal for bringing complaints.
 - iii. Confidentiality – assure that information will be given only to those with a legitimate need to know. The Official under investigation should be asked to do The same.
 - g. Notifying the Official of the Complaint

- i. Inform the Official that they must respond to the charges in writing (by registered mail to the Office) within two weeks.
- ii. Stress that no conclusions have been reached
- iii. Outline the issues
- iv. State the facts as they are understood
- v. If the notification is done orally, take notes of interviewee's responses and write a report while the information is still fresh.
- vi. Explain that if the Official does not respond to the letter, the decision will have to be based on other information that will be gathered.

h. Questions in the letter:

- i. Start with broad questioning: Were you aware that a complaint might be filed? Did it surprise you?
- ii. Use open-ended questions then move to more narrow, pointed questions.
- iii. Don't start with tough questions, but don't avoid them.
- iv. Deal with events in chronological order
- v. Ask why someone would make such a complaint.
- vi. Encourage the Official to provide any additional information
- vii. Provide a general time frame within which you expect to complete the investigation.

i. Reaching a conclusion

- i. Timeliness: Did the person raising the issue raise it in a timely manner? If not, why not? Why was the issue raised now?
- ii. Were any rules, guidelines or practices violated?
- iii. Is there any past practice in regard to similar violations or complaints?
- iv. How long has the Official been licensed?
- v. How many times has the Official officiated?
- vi. Has the Official violated any policies in the past?
- vii. What motivation would the person raising the issue have for fabricating facts?
- viii. Did any of those involved say anything that subsequently was found to be untrue?
- ix. Is the entire story understood?
- x. Are there any mitigating circumstances that could affect a final recommendation?

j. Determine the Goal of the Disciplinary Action

- i. Modify the behavior
- ii. Eliminate the problem
- iii. The action taken should serve to achieve the goal

k. Options for Resolution

- i. No action
- ii. Re-training
- iii. Discussion/counseling
- iv. Written warning
- v. Temporary suspension of license
- vi. Revocation of license
- vii. Non-renewal of license

3. The subject of the complaint will be notified in writing of the outcome of the Advisory Process by the Chair of the Licensed Officials Committee, if appropriate, otherwise a designee from those appointed to conduct the investigation will perform the notification. The complainant will be notified that appropriate action has been taken in the same manner.

4. Once the facts have been collected and analyzed and the final decision made, the finding shall be documented in an official report maintained at the Office.

VII. ELECTIONS (BYLAWS ARTICLE IX, SECTION 2)

A. The Committee Chairs-elect choose/invite their committee to serve, prepare a list of committee members and submit it to the Office along with contact information for each member. The Chairs shall inform their potential members that membership on the committee is subject to Board approval.

B. Nominations from the floor by ADS members for positions on the BOD shall be in accordance with Bylaw Article IX, Section A (5) and Robert's Rules of Order, Newly Revised.

1. The person nominated from the floor must file written permission to place their name in nomination for a specific position with the Secretary.

2. The nominator shall give a brief introduction of the nominee from the floor, outlining their qualifications. A second to the nomination must be made.

C. If, because of nominations from the floor there is more than one candidate for a position, a written secret ballot will be used to elect the nominee for the respective Office(s). All positions for which there is only one nominee may be elected by a motion of acclamation.

D. If nominations from the floor result in multiple nominees, the ballots required shall be counted by an Inspectors Committee appointed by the President. This Committee shall consist of three ADS members who were not on the Nominating Committee, are not nominated for Office nor related to/living with anyone who is a candidate for Office.

E. Proxies

VIII. ELECTION OF OFFICERS (BYLAWS, ARTICLE IX, SECTION B)

A. Elections of Board of Directors must be in accordance with Bylaws

1. Officers (President, VP, Secretary and Treasurer) are elected by the Board of Directors.
 2. The slate to be voted upon is developed by the Nominating Committee for presentation to the Board for election.
 3. Officers are members of the Board of Directors.
- B. Nominations from the floor by Directors for Officer positions shall be in accordance with Bylaws, Article IX, Section B, (5) and Robert's Rules of Order, Newly Revised.
1. Written permission to place their name in nomination must be submitted to the Secretary.
 2. The person making the nomination from the floor shall give a brief introduction of his/her nominee and give the nominee's qualifications for the Office.
 3. A second to the nomination must be made.
 4. If, because of nomination from the floor, there is more than one candidate for any Office, a written secret ballot will be used to elect the nominee for the respective Office(s). The Secretary shall count the ballots.
 5. All positions for which there is only one nominee may be elected by a motion of acclamation.
 6. When nominations are made by Directors from the floor, the ballots shall be counted by three members of the Board of Directors, selected by the President, who are not nominated for Office or related to/living with anyone who is a candidate for Office.

IX. REPLACING VACANT POSITIONS

1. The President, with the concurrence of the Executive Committee and, as appropriate, members of standing committees, shall, in the interest of keeping the day to day operation of the Society going, appoint an "acting" replacement for vacancies that occur between meetings of the Board of Directors.
2. The Executive Committee is obligated to appoint an "acting" replacement unless the period of time between when the position is vacated and the next Board meeting is three months or less.
3. The term "acting" when applied to vacant positions means "temporary" and should last only until the next meeting of the Board.
4. In the absence of the President, the Vice President shall serve as President, as provided in the Bylaws.

X. ADMINISTRATION

- A. Reserved.

	A	Election 10	
ANNUAL MEETING	4		P
	C	PREAMBLE 1	
COMMITTEES	5		R
	D	REGIONS 4	
DEFINITIONS	1		
Articles of Incorporation	1		
Board of Directors	1		
Bylaws	1		
Chairperson	2		
Member	1		
Office	2		
Officer	2		
Secretary	1		
Directors			
Honorary	2		
Regional Directors			
Duties	5		
Term	5		
Vacant Position	5		
Disciplinary Action	8		
Dues			
Club Member	3		
Commercial Member	3		
Individual Member	3		
Junior Member	3		
Life Member	2		
Non-Payment	3		
	E		
ELECTIONS	10		
Nominations from the floor	10		
EXPULSION OR SUSPENSION	4		
	L		
LICENSED OFFICIALS COMMITTEE	8		
	M		
Membership			
Catagories	2		
EXPULSION OR SUSPENSION	4		
Founding Members	2		
Life Members	2		
Termination	3		
	N		
NOMINATING COMMITTEE	5		
Publication	5		
	O		
OFFICERS			