



# **STUDENT & YOUTH TRAVEL ASSOCIATION POLICIES**

(updated Jan 2014)

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## **Mission Statement:**

SYTA is a dynamic partnership of dedicated professionals passionate in promoting and providing travel experiences for student and youth which enhance their social, cultural, and educational growth.

## **SYTA's Vision:**

SYTA is acknowledged as the authority on student and youth travel. Its members are recognized for providing the highest quality experiences for student and youth travelers. Membership in SYTA is essential for student travel professionals and provides a measurable return on investment of time and resources.

## **Membership**

### **Bylaws Article IV Membership:**

- Section 1. Membership Classifications
- Section 2. Membership Rights and Obligations
- Section 3. Fees, Dues, and Assessments
- Section 4. Application for Membership
- Section 5. Good Standing
- Section 6. Resignation
- Section 7. Termination and Suspension of Membership

### **Requirements**

All membership requirements and forms will be reviewed annually and approved by the Board of Directors.

### **Code of Ethics (& Seller of Travel Law)**

When applying for membership, transferring membership, or renewing membership, SYTA applicant companies must agree in writing to abide by the SYTA Code of Ethics, which includes an agreement to comply with all applicable state/province and country laws and regulations. There is no need to request additional information or further Seller of Travel law compliance verification from Staff (except as required for accreditation).

### **Dues**

Membership dues shall be due and payable on the anniversary of the member being approved by the Board of Directors.

### **Renewals**

Members who have not renewed their membership within 90 days of their anniversary date will be dropped from the membership roster.

### **Expired/Lapsed Membership**

Any former SYTA member company that wants to rejoin SYTA must pay a new initiation fee, if membership has been lapsed for more than 12 months.

### **Honorary Membership**

Honorary members shall be nonprofit organizations or individuals which or who are proposed for Honorary membership by a SYTA member. Membership and membership duration must be approved by a 2/3 vote of the Board of Directors. Honorary members approved by a majority 2/3 vote of the Board of Directors, shall be invited to become an Honorary member for a period not exceeding three (3) years.

### **Active/Tour Operator Membership Requirements**

The minimum requirements to become an active SYTA member are as follows:

1. The company provides travel to a minimum of 3,000 students/youths per year or earns annual gross revenue of at least US \$1 million from student/youth tours in the previous fiscal year, and has been in business for a minimum of three years.

~ OR ~

The company provides travel for a minimum of 1,000 students/youths per year or earns annual gross revenue of at least US \$500,000 from student/youth tours in the previous fiscal year and has been in business for a minimum of six years.

2. The company's principals have never have been convicted (or otherwise found guilty or pleaded no contest) of any offense involving fraud, deception, breach of trust, child abuse, or any other felony.

3. The company's principals have not declared bankruptcy in the past five years.

4. The company is a single-business entity. Consortia, associations, or franchisers are not eligible; however, their individual entities may qualify.

5. The company has an established mailing address.

6. The company complies with all laws, regulations, and licensing requirements applicable to the operation of your business.

7. The company maintains Errors and Omissions (Professional Liability) insurance of no less than US \$1 million per occurrence

8. The company maintains General Liability insurance of no less than US \$1 million per occurrence

9. The company has a consumer protection plan in place that equals or exceeds any one of the following standards:

a. Company places all customer payments in a trust until paid as tour expenses or earned as income by the company.

b. Company participates in an approved bonding program of your country.

c. Company will provide an irrevocable letter of credit or bank-issued certificate of deposit or an indemnity bond with SYTA listed as the sole obligee in amount equal to at least US \$200,000. Such a bond will be structured to continue sixty days after the end of SYTA's membership year.

d. Company has obtained an unqualified audit from an independent CPA/Chartered Accountant within the last 12 months. That audit (along with previous unqualified audits as needed) must indicate that the company was profitable for at least two of the last four years and that the company has a positive net worth as of the most recent audited year-end.

e. The majority owner or one or more minority owners (ownership interests must total more than 50%), of the company will sign a notarized full personal guaranty(s) securing advance customer payments for up to US \$200,000 to repay customer payments upon default or bankruptcy.

### **Change of Ownership**

1. In the event ownership changes less than 50%, the new owner must apply for a transfer of membership.

2. If the change in ownership is 50% or more, a new application is required.

3. If member ownership changes, the member's management team must include at least one person with a minimum of three years of experience working in the student travel industry.

### **SYTA Youth Foundation Donation Opt-Out**

An opt-out donation to Student & Youth Foundation will be added to all membership renewals. The exact amount will be determined annually by the SYTA Board of Directors with input from Board of Trustees.

## **Non Discrimination Policy**

SYTA and its Board of Directors shall not discriminate against any person on the basis of race, color, ethnic ancestry, national origin, religion, creed, age, gender, sexual orientation, marital status, medical condition or physical disability. In addition, the Student & Youth Travel Association is committed to conducting all SYTA business consistent with this policy on non-discrimination.

## **Meetings**

### **Bylaws Article V include:**

- Section 1. Location and Time of Meeting
- Section 2. Annual Meeting
- Section 3. Regular Meetings
- Section 4. Special Meetings
- Section 5. Notice of Meetings
- Section 6. Quorum
- Section 7. Voting

### **Registration Fees and Materials**

Registration fees and materials for each meeting will be reviewed and approved by the Board of Directors, prior to being made available to members.

### **Invitations for SYTA Board President and SYTA Foundation Chair**

The SYTA Board President and SYTA Foundation Chair are invited to attend all member events at the specified member rate.

### **Invitation for Committee Chair**

The chair of a/the meeting committee is invited to attend the event(s) within the scope of that committee's objectives at the member rate.

### **Cancellation Insurance**

SYTA will acquire event cancellation insurance for all SYTA meetings and events.

### **Complimentary Rooms at Annual Conference**

Complimentary rooms will be provided for the SYTA Board President, the SYTA Foundation Chair and the Annual Conference Committee Chair at the annual conference. Room reservations for complimentary rooms will be made by SYTA staff.

### **SYTA Youth Foundation Fundraising Event**

The opportunity for at least one fundraising event during the annual conference will be made available to the Foundation.

### **SYTA Foundation Promotion**

Foundation events for the expressed purpose of profile/awareness building and fundraising will be allocated and approved as a component of the overall event schedule. Foundation will be provided appropriate promotional space at each meeting.

### **Conflicting Member Events**

No member shall host, plan, or conduct an event during a SYTA meeting that conflicts with any event or activity included in the official meeting schedule.

## **Governance**

### **Article VI Bylaws Directors:**

- Section 1. General Powers
- Section 2. Number and Qualification of Directors
- Section 3. Nominations
- Section 4. Election
- Section 5. Installation and Term of Office of Directors
- Section 6. Meetings
- Section 7. Notice
- Section 8. Quorum
- Section 9. Electronic Communication
- Section 10. Action without a Meeting
- Section 11. Resignation
- Section 12 Removal
- Section 13. Vacancies
- Section 14. Compensation

### **Eligibility to Run for the Board of Directors**

Only the Designated Representative of each member company is eligible to stand for election to the Board of Directors. The nominee must complete application which includes signature of Owner or senior executive that candidate is eligible to run and may serve as Designated Representative.

### **Nomination of Board of Director Candidates**

All candidates are required to complete the nomination form prior to standing for election. The nomination form will include a statement from their employer that reads: "Owner/Co-owner/general manager agrees and understands the time and monetary commitment for their staff to serve as a member of the SYTA Board of Directors and Designated Representative."

### **Conflict of Interest Disclosure**

Board members are required to disclose in Board meetings when they have a conflict of interest with their duties as a member of the SYTA Board of Directors. At each Board of Directors Meeting, the Board will establish an agenda item during a Board meeting to provide Board members the opportunity to disclose any potential conflicts of interests of which they are aware.

At the first meeting of each new Board of Directors, Directors and senior staff will be required to sign the relevant documents.

### **Participation in SYTA Board Meetings by SYTA Foundation Board Chair**

SYTA will budget and pay for the cost of the Foundation Chair (or his/her designee from the Foundation Executive Committee) to attend SYTA Board face-to-face meetings.

### **Approved SYTA Board of Directors Meeting Minutes Provided To Past Presidents**

SYTA Board meeting minutes will be made available to all past SYTA presidents after they are approved by the Board of Directors.

### **Associate Member Participation in Executive Committee**

The most senior Associate Member on the Board of Directors will serve on the Executive Committee. Seniority is determined by the length of service on the Board of Directors during the currently elected term. In the event of a tie in length of service, the Associate Member Director who received the most votes in the relevant election will serve.

### **Face-to-face Board of Directors Meetings Not Associated with Member Meetings/Events**

The Director that will serve as Board President when a meeting occurs chooses the destination of said meeting in consultation with the SYTA staff.

### **Non-Board Member Attendance of Board of Directors Meetings**

- Non-Board members are welcome and encouraged to attend SYTA Board meetings.
- Non-Board members attending or participating in Board meetings are responsible for their own expenses to attend or participate (including teleconference expense if applicable) in SYTA Board meetings unless specifically invited at the Board's expense.
- If a non-Board member is present at a Board meeting, the President will establish an agenda item (known as "Public Comments") during which the non-Board member(s) can address the Board on any topic.
- In order to speak on a specific agenda item other than during "Public Comments" non-Board members must have a specific invitation by the President prior to the board meeting or receive an invitation by vote of the Board itself.
- The length of time any non-Board member will have to address the Board will be established by the President but will not be less than five minutes per non-Board member unless voted by the Board otherwise.
- At the direction of the President or by a vote of the Board, the Board of Director's meeting may be declared in "Executive Session", which is comprised solely of Board members.

## **Meeting Dates and Times**

An annual calendar of Meeting dates and locations should be created and maintained by the Executive Director through discussion with the Executive Committee. Established meeting dates and locations should be made available to the Board of Directors at the earliest possible opportunity and should include arrival, lodging, and departure information when relevant.

## **Meeting Materials**

Meeting materials, such as agendas, reports, and financial statements, should be made available to invited meeting participants no later than seven days prior to the date of the meeting.

# **Officers**

## **Article VIII Bylaws Include:**

- Section 1. Officers
- Section 2. Election and Term
- Section 3. Removal of Officers
- Section 4. Resignation of Officers
- Section 5. Vacancies
- Section 6. Responsibilities
- Section 7. Compensation

## **Candidates for the Office of Secretary or Treasurer**

The President makes his/her recommendation to the Board (from among the Active Member Directors) for the office of Secretary and Treasurer. A motion and second is needed and the Board has the right to elect other Active member Directors to those positions.

## **SYTA Participation in SYTA Foundation Board of Trustees' Meetings**

SYTA will budget and pay for the cost of the Board President (or his/her designee from the Executive Committee) to attend Foundation face-to-face meetings.

## **Guests at Face-to-Face Meetings**

Individual Board members are to pay any additional costs incurred by spouses/individual guests to attend any SYTA Face-to Face Board meeting function.

## **Committees**

### **Section VII Bylaws Include:**

- Section 1. Executive Committee
- Section 2. Standing Committees
- Section 3. Advisory Committees
- Section 4. Operating Procedures

### **Formation of Committees**

The formation of all committees (committees of the Board and advisory committees) must be approved by the Board of Directors.

### **Appointment of Committee Members**

Advisory committee members are appointed by the President and must be approved by the Board of Directors. While committees should represent a diverse cross-section of SYTA members, if a committee's focus is on an activity for which member participants must meet certain requirements, the committee members must also meet the same requirements.

### **Duration of Committee Appointment**

Advisory committee member appointments are for a period of 24 months unless:

- The committee is disbanded
- The appointee is no longer eligible to serve on the committee (no longer works for a SYTA member company for example),
- Resignation of the committee member,
- The member is removed by action of the Board President at a regularly scheduled Board meeting
- A different committee term is specified at the time of appointment

### **Appointing Advisory Committee Chairs**

The President appoints advisory committee Chairpersons at a regularly scheduled Board meeting. Typically, being a committee Chair is a one year commitment, and the appointee will have served as the Vice Chair for one year prior to the appointment. If the committee chair is not a Board member, the President appoints a Board member to sit on the committee as the Board liaison.

### **Grace Period for Change of Employment**

If a committee member ends his/her employment at a SYTA member company, that person will be extended a 60 day grace period to gain employment with another SYTA member company before his/her committee appointment is terminated.

## **Committee Member Travel Policy**

While most committee work can be managed remotely, it is sometimes beneficial for committees to hold a face-to-face meeting or site inspection. Upon express invitation to attend such a meeting by the Executive Director, SYTA Committee members can receive up to \$500 USD for reasonable reimbursements related to attend. Reasonable expenses include transportation or meal costs. In addition, SYTA will pay for the cost of up to three nights at the designated hosting hotel for the face-to-face Committee meeting or site visit. The number of nights approved for all committees will be determined by the SYTA staff member on the committee. Travel expenses to attend Committee meetings held during SYTA meetings or events (such as the annual conference) are not paid for or reimbursable by SYTA unless the following conditions apply: attendance requires the committee member to arrive a day(s) early or stay additional day(s). In these cases, the Executive Director may approve re-imbursement of hotel and meal expenses for the extra night(s).

## **Appointment of Task Forces**

The President may appoint a task force to address a specific need for a specified amount of time. The task force may or may not be approved by the Board of Directors.

# **Administration**

## **Article IX Bylaws include:**

- Section 1. Executive Director
- Section 2. Legal Counsel
- Section 3. Accounting Services
- Section 4. Investment Advisory Service

# **Finance**

## **Fiscal Year**

The fiscal year of the association is January 1 through December 31.

## **Financial Policy**

The Executive Director and accounting staff shall be responsible for the maintenance of the financial records and management of the annual budget.

All moneys received by SYTA in payment of dues, contributions, registration fees, or any other proper obligation to the Association, shall be caused to be deposited in authorized bank accounts. Funds for the purchase of reserve funds instruments is determined from time to time by Board authorization shall be withdrawn from such accounts when it is determined by the Executive Committee that sufficient amounts are available.

The management team under the supervision of the Treasurer will maintain appropriate journals or computer entries which record daily receipts and expenditures.

Unless expressly authorized by the Board (i.e. recorded in minutes) no officer, director, committee member or any other person may sign a contract or obligate SYTA or its funds in any way. All contracts and obliga-

tions of all kinds must be approved by the Board of Directors unless otherwise approved in writing, reviewed, and signed by the Executive Director. The Executive Director will have contracts and/or agreements reviewed by legal counsel when warranted or specified by the Board of Directors.

## Financial Oversight

Financial reports should be made available to the Board of Directors by the 24th of each month for the proceeding month.

## Signatories

SYTA Treasurer and Executive Director are designated as official signatories for SYTA accounts.

Within 30 days of the appointment and approval of a new Treasurer or Executive Director, signing authority for all required accounts shall be updated to reflect current signatories.

## Travel Policy

### Face-to-face Meetings Not In Conjunction With SYTA Events/Meetings

A reimbursement, not to exceed \$500 per meeting, will be made available to each invited participant of a Board-sanctioned meeting to cover reasonable travel expenses. All requests for reimbursement must be submitted prior to the end of the fiscal year in which they occurred.

For invited meeting participants not based in the United States, the Executive Committee may approve additional reimbursement to equal average cost of North American based Board of Directors customary and normal travel expenses.

Lodging for the required dates will be coordinated, booked, and paid for by the SYTA management team.

### Face-to-face Meetings In Conjunction With SYTA Events/Meetings

If participation in a meeting held in conjunction with a SYTA event requires that the invited participant extend his/her stay before or after the official event dates, he/she will be reimbursed for the actual cost of the additional lodging, upon receiving his/her request for reimbursement prior to the end of the fiscal year in which the meeting occurred.

In the event a Board member or requested guest is invited to attend a face-to-face meeting scheduled in conjunction with a SYTA event, but did not plan to attend the event, the following re-imbursement policy will apply: Travel costs to attend the special meeting up to an amount approved by the Executive Director at the point the invitation is extended.

### Representing SYTA at Industry Events or Speaking Engagements

In the event that a SYTA member is asked to represent the association in an official capacity at an industry event or speaking engagement, the management team will coordinate, book, and pay for transportation and accommodation as required. Additional reimbursement for meals and expenses may be allowed as per the SYTA staff travel policies.

### Board Member Annual Stipend

In addition to the forms of expense reimbursement listed in this section, each Board member will receive a basic stipend on an annual basis. The annual period will align with the association's fiscal year. The current stipend is \$1,000 and is intended for reimbursement of expenses related to SYTA activities within that given fiscal year. All expense reports must be submitted no later than 14 days after the fiscal year ends.

The Executive Director may adjust the total amount of the annual stipend allocated to any Board Member based on special circumstances. The level of the basic stipend will be set by a majority vote of the board.

## **Investment Policy**

From time to time SYTA may have funds in excess of the cash flow needed to support the daily operations of the organization. Upon the direction and approval of the Board of Directors, excess funds may be allocated to an investment account established for the purpose of making long-term investments. The “Investment Policy” establishes guidelines for the management of the funds in this account. The Board of Directors recognizes that the “Investment Policy” is dynamic and is subject to change based upon the changing goals and objectives of SYTA. The Board of Directors retains all rights to reflect such changes in the “Investment Policy”.

## **Goals**

The primary objective of the investment of uncommitted funds shall be to maximize return while minimizing risk.

## **Time Horizon**

As long as there is no foreseen need to draw on investment capital, investment of funds shall be made for the purpose of achieving long-term growth with income a secondary objective.

## **Inflation Protection**

In order to out-pace inflation, it is critical that the SYTA's investment portfolio grow at a rate at least equal to the prevailing interest rate. Reinvestment of capital appreciation shall be used to achieve and maintain such a growth rate.

## **Reserve Fund Policy**

### **Income Requirements**

Assuming that there is no need to draw on investment principal and that there are no specific income requirements from the investment, the investment portfolio shall be skewed toward appreciation. This will provide for the compounded growth of funds. For precautionary purposes, the portfolio shall be structured with a maximum of liquidity.

### **Risk Tolerance**

Although capital preservation and long-term growth are the primary investment goals, SYTA maintains a low risk tolerance. Preservation of capital and long-term growth shall be achieved through a conservatively invested portfolio.

### **Monitoring the Investment**

To ensure that investment goals are being achieved within the parameters of SYTA, the performance of the investment shall be reviewed by the Treasurer no less than on a quarterly basis. An annual review of the investment portfolio shall include an analysis of the performance of the individual portfolio assets relative to peers in their particular asset category for a 12-month period. The goals and objectives of SYTA are always subject to change as are market and economic conditions. Close monitoring of the portfolio will allow for timely investment adjustments appropriate for such changes.

### **Investment Quality**

SYTA shall limit the selection of mutual funds or portfolio managers with a minimum auditable track record of at least five years. Any manager or mutual fund used by SYTA shall agree to meet the reporting requirements of at least two independent securities rating services. Equity investment shall invest predominantly in issues with a minimum of half a billion dollars of market capitalization. Investments in fixed income securities shall be limited to corporate bonds and commercial paper with at least a rating of SYTA or better by Moody's and A-1 guaranteed by the U.S. government including any of its agencies or instrumentalities and or debt issues of comparable quality. Further, the selection of investments shall be limited to those which are, to the best knowledge of the Executive Committee, nondiscriminatory in nature.

## Student and Youth Travel Association Document Retention and Destruction Policy

The Board of Directors has adopted this policy to provide guidelines for paper and electronic document retention and destruction to promote compliance with laws, good business practices, and efficiency in the operation of the Student and Youth Travel Association ("SYTA"). These guidelines may be superseded by applicable law. Additionally, document destruction shall be suspended when a lawsuit, claim, or investigation is pending, threatened or in process until such time as the matter is officially closed. Except as noted below, documents that are not relevant to SYTA's on going business, including notes, drafts, or out dated items shall be destroyed every 90 days. Document destruction shall be performed in an environmentally friendly fashion and to ensure that no sensitive or confidential information can be obtained from the destroyed documents. All volunteers, employees, and contractors are responsible for complying with this policy.

Document Type	Retention Period
Board of Directors Minutes, Board Reports, Articles of Incorporation, Bylaws, and related Organizational documents	Permanent
Income tax returns, IRS Determination Letters, and other Tax related applications or certificates	Permanent
Trademark registrations, copyrights, etc.	Life of rights plus 6 years
Board Committee Meeting Minutes	3 years
All financial reports, ledgers, schedules, filings, and Supporting documentation	7 years from end of active date
All contracts, agreements, notes, claims, and related Significant legal documentation	7 years from end of active date
Insurance policies and claims, accident reports, business permits,	7 years from end of active date
Bank reconciliations, general statements	3 years
Personnel files, etc.	7 years from termination
Personnel recruiting documentation	1 year
Policies, guidelines, handbooks, or Employee administrative filings	3 years from end of active date

SYTA acknowledges its responsibility to preserve information relating to litigation, audits and investigations. The Sarbanes-Oxley Act of July 30, 2002, ("Act") makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding, with the intent to impede, obstruct, or influence investigation. Furthermore, the Act makes it a crime to knowingly intimidate, threaten, or corruptly persuade another person--or attempt to do so--with the intent to cause or induce another to alter, destroy, mutilate, or conceal an object for the purpose of impairing the object's integrity or availability for use in an official proceeding. An official proceeding is defined as a proceeding before a court, Congress, or a federal agency.

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions, including fines and imprisonment for up to 10 years, against the SYTA and its employees and possible disciplinary action against responsible individuals (up to and including termination of employment). Each employee has an obligation to contact the Director of Finance and Administration of a potential or actual litigation, external audit, investigation or similar proceeding involving the SYTA that may have an impact as well on the approved records retention schedule.

## Whistleblower Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics the Student and Youth Travel Association ("SYTA") will investigate any suspected fraudulent or dishonest use or misuse of resources or property by staff, board members, consultants or volunteers. SYTA is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness and integrity. All staff, board members and volunteers shall act with honesty, integrity and openness in all their dealings as representatives for the organization. Failure to follow these standards will result in disciplinary action including possible termination of employment, dismissal from one's board or volunteer duties and possible civil or criminal prosecution if warranted. Staff, board members, consultants and volunteers are encouraged to report suspected fraudulent or dishonest conduct (i.e. to act as "whistle-blower"), pursuant to the procedures set forth below.

### Section 1: Reporting

A person's concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to his or her supervisor or, if suspected by a volunteer, to the staff member supporting the volunteer's work. If for any reason a person finds it difficult to report his or her concerns to a supervisor or staff member supporting the volunteer's work, the person may report the concerns directly to the Director of Finance, Executive Director. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above.

### Section 2: Definitions

**Baseless Allegations:** Allegations not premised upon reasonable belief. People making baseless allegations may be subject to disciplinary action by SYTA, and/or legal claims by individuals accused of such conduct.

**Fraudulent or Dishonest Conduct:** A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- fraudulent financial reporting;
- misappropriation or misuse of SYTA resources, such as funds, supplies, or other assets;
- authorizing or receiving compensation for goods not received or services not performed; and
- authorizing or receiving compensation for hours not worked

**Whistle-Blower:** An employee, consultant or volunteer who informs a supervisor, Director of Finance or Executive Director about an activity relating to the SYTA which that person believes to be fraudulent or dishonest.

### Section 3: Rights and Responsibilities

Supervisors are required to report suspected fraudulent or dishonest conduct to the

Director of Finance or Executive Director. Reasonable care should be taken in dealing with suspected misconduct to avoid:

- baseless allegations;
- premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation; and
- violations of a person's rights under law

Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical. Supervisors should not in any circumstances perform any investigative or other follow up steps on their own. Accordingly, a supervisor who becomes aware of suspected misconduct:

- should not contact the person suspected to further investigate the matter or demand restitution.
- should not discuss the case anyone other than the Director of Finance & Administration, Deputy Executive Directors, or Executive Director.

#### **Section 4: Investigation**

All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated back to the reporting person and his or her supervisor. Investigations may warrant investigation by an independent person such as auditors and/or attorneys.

#### **Section 5: Whistle-Blower Protection**

SYTA will protect whistle-blowers as defined below.

- SYTA will use reasonable efforts to protect whistle-blowers against retaliation. Whistle-blowing complaints will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally this means that whistle-blower complaints will only be shared with those who have a need to know so that the SYTA can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel. Should disciplinary or legal action be taken against a person or persons as a result of a whistle-blower complaint, such persons may also have right to know the identity of the whistle-blower.
- Employees, consultants and volunteers of SYTA may not retaliate against a whistle-blower for informing management about an activity which that person believes to be fraudulent or dishonest with the intent or effect of adversely affecting the terms or conditions of the whistle-blower's employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees. Whistle-blowers who believe that they have been retaliated against may file a written complaint with the Director of Finance or Executive Director. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.
- "Whistle-blowers must be cautious to avoid fabricated and malicious allegations (as described earlier in the definitions section of this policy). After an investigation, if it is determined that an employee made a baseless allegation, then disciplinary action may be taken against that employee."

#### **Bartering**

The Executive Director is empowered to make strategic bartering offers with both members and non-members. If the amount of the value being exchanged or bartered could exceed \$10,000, it must be approved by the Executive Committee or Board of Directors.

#### **Annual SYTA Foundation Donation**

At the end of the fiscal year, if there is any surplus after allocations to the contingency fund and restricted funds are determined, 10% of the excess will be donated to SYF (10% of the net).

## Official Member Communications and Use of Name and Logo

### SYTA Spokespersons

Unless specifically asked by the Board, the Executive Committee, the President or the Executive Director, no one is allowed to speak officially on behalf of the organization except the President and the Executive Director.

### Purchases and Contracts

Unless specifically requested by the Executive Director, the Executive Committee or the Board, only staff may execute a purchase or enter into a contract on behalf of SYTA.

### Affinity Programs

Any affinity program must be approved by the Board of Directors

### Brand Licensing

The SYTA Board of Directors must approve all brand licensing agreements. Key considerations should include:

- project/publication name, look, and feel
- value to members
- licensing fees returned to SYTA

### Brand Standards for SYTA Name and Logo Usage

Members in good standing are allowed and encouraged to advertise their membership in SYTA within the guidelines set forth in the SYTA Brand Standards. The SYTA Brand Standards document will be reviewed annually and approved by the Board of Directors.

### Official Publication Guidelines

Each issue/page/release of an official SYTA licensed publication should strive to provide fair and balanced exposure to the membership as a whole. When a SYTA member company is named in such a publication, all effort should be made to ensure that multiple member companies have reasonable opportunity for inclusion.

### Policy on the use or sale of SYTA Membership Data

SYTA maintains records of members Names, Membership Class, Addresses, Institutional Affiliations, Telephone and FAX numbers and Email addresses for purposes related to membership and to publication in various SYTA directories.

From time to time the SYTA Board may permit its Associate Members or other vendors to use Names and Mailing addresses only for the purpose of distributing advertising materials or other items that are judged to be of professional interest to a significant fraction of the members. Email addresses are never distributed for such purposes and SYTA's membership data is never sold.

In addition SYTA maintains records of general demographic information. These data are never available outside SYTA membership records, and are used only for statistical characterization of the membership. SYTA membership records may also contain a history of member's participation in SYTA activities, including, but not limited to, date joined, attendance at meetings and service on committees.

SYTA members who wish to further protect the privacy of their name and addresses may choose not to have this information listed in either or both of the on-line or print versions of the Membership Directory. Members may also, separately, elect not to have their name and address furnished to vendors as described above. To exercise either of these options a member need only contact the membership department of SYTA by email, letter, fax or telephone.

Any SYTA member who wishes to review the accuracy of their company or personal data as contained in the membership system may do so by contacting, in writing, the membership department of SYTA or by accessing online the SYTA member profile update section of the website. Any corrections resulting will be made promptly.

The SYTA membership system database access is restricted to SYTA staff members with a need to access this information, and this access is enforced through software access control.

## **General Policy Statements**

### **Bartering Agreement**

Staff is empowered to offer and approve strategic bartering offers at a value up to \$10,000 without board approval.

### **Consumer Complaint Process**

Our association tries to foster communication between consumers and SYTA member companies and to encourage fair and honest dealings. When there is a complaint between a consumer and a member company, SYTA does not determine fault, advocate specific remedies or assess business practices. We cannot compel a member to resolve a complaint; however, we can request that a member respond to a complaint and then track unresolved complaints. Furthermore, if the complaint indicates a “material and serious” breach of membership requirements, SYTA can suspend/terminate the company’s membership. SYTA can also assist consumers when checking on a student travel provider by verifying the provider’s membership in SYTA. Membership status within our association may be checked on our web site at [www.SYTA.org](http://www.SYTA.org).

### **Antitrust**

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 process such as costs, discounts, terms of sale, or profit margins.
- agree with competitors to uniform terms of sale, warranties or contract provisions.
- agree with competitors to divide customers or territories.
- act jointly with one or more competitors to put another competitor at a disadvantage
- try to prevent your supplier from selling to your competitor
- discuss your future pricing, marketing, or policy plans with competitors
- discuss your customers with your competitors

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

## Review of Major Contractors

All ongoing, evergreen, or multi-year contracts are to be reviewed and approved by the Executive Committee no less than once every three years, or at the time of contract renewal (whichever is shorter).

## Notes/Additions

