Chapter Policies and Procedures
Effective October 1, 2017
# IAQA MISSION STATEMENT

> IAQA’s Pillars of Engagement

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IAQA Mission Statement

IAQA is dedicated to bringing practitioners together to prevent and solve indoor environmental problems for the benefit of customers and the public.

IAQA’s Pillars of Engagement

Member Engagement
IAQA is committed to serving the needs of members around the world by improving member benefits; recognizing members and their contributions to the industry and community; increasing and diversifying member participation through retention and recruitment; and connecting members with one another and outside constituencies through chapters and other events.

Communication and Connection
IAQA is committed to providing the most current information to all members throughout the many disciplines that make up the indoor air quality industry through a constantly evolving variety of communication platforms; providing opportunities for members and the community to share knowledge of IAQ issues; and partner with other industry organizations to raise the profile of IAQ issues and the IAQA.

Education
IAQA is committed to serving the professional development needs of members and the information needs of the community by developing research-based programs; creating accessible, high quality, educational opportunities; and encouraging the adoption of appropriate standards of care.

Operational Excellence
IAQA is committed to providing the highest level of service; good governance; transparency; fiscal responsibility; and due diligence in every facet of the organization’s operations.

Collaboration
IAQA is committed to developing new relationships with like-minded industry organizations; supporting and nurturing current relationships; continuing current efforts in advocacy for all members to outside constituents and the general public; and being active participants in supporting issues that we believe are good for business and the public interest.
I. Setting Up a New Chapter

The objectives of forming a new Chapter are to better serve our members and the IAQ industry in a geographic area.

In order to form a new Chapter, the following documents must be submitted to the IAQA Chapters Staff Liaison:

A. Petition to Create a Chapter

i. The Petition must include signatures of at least ten (10) dues paying members within a reasonable distance of the proposed Chapter. There is no official definition of reasonable distance in terms of mileage; it involves the willingness of an individual to travel to a location to participate in an IAQA Chapter Meeting.

ii. The Petition signatures may include those of potential Chapter Officers.

B. Chapter Director Application

i. Including prospective Chapter Officers

See Appendix for all necessary forms.
### A. Roles and Responsibilities

The Chapter Director selects Chapter Officers. It is recommended that each Chapter appoint an Officer to the following positions:

<table>
<thead>
<tr>
<th>Role</th>
<th>Responsibilities typically include:</th>
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| **Chapter Director** | 1. Overseeing the conduct and supervision of all activities of the Chapter during his or her term of office.  
2. Presiding at all meetings of the Chapter and of the Chapter Officers.  
3. Developing a Calendar of Events of the Chapter operating year.  
4. Leading the Chapter’s strategic planning.  
5. Disseminating information from IAQA to the Chapter as requested.  
6. Preparing meeting agendas, assuring that all meetings start and end on time, and executing scheduled events.  
7. Delegating and coordinating duties for relevant Chapter activities to individual and committees.  
8. Stimulating and maintaining enthusiasm among Chapter members. |
| **Vice Chapter Director** | 1. Serving as next in line to the Chapter Director.  
2. Assuming the Chapter Director position in the event it becomes temporarily or permanently vacant.  
3. Appointing Chapter Officers who will service during his/her term as Chapter Director.  
4. Maintaining Chapter records, including attendance lists and Chapter activities.  
5. Serving as liaison between Chapter and IAQA Staff, including arranging for distribution of all meeting notices through IAQA Staff. |
| **Treasurer** | 1. Receiving, keeping safe, and disbursing Chapter funds.  
2. Maintaining records, submitting reports, and making tax filings in accordance with IAQA Chapter Policies and Procedures.  
3. Keeping Chapter expenditures in line with income.  
4. Collecting registration fees from attendees for all Chapter Meetings. |
| **Membership Development Chair** | 1. Keeping lists of Chapter members and prospective Chapter members up to date.  
2. Attracting new members to IAQA and the Chapter.  
3. Encouraging membership from all segments of the industry.  
4. Reducing the number of member resignations or membership lapses.  
5. Organizing and executing membership drives, including encouraging participation from local consulting firms. |

* See Appendix for *Suggestions for Recruiting and Retaining Members*
B. Terms

i. The term of office for Chapter Directors and Chapter Officers is two (2) years.

ii. Chapter Directors and Vice Chapter Directors are to serve for one term.
   
   a. If at the end of the Chapter Director’s term, there is no Vice Chapter Director in office, or if a new potential Chapter Director has not been identified, then the current Chapter Director should notify Staff for consideration by the IAQA Membership and Chapter Relations Committee (MCRC).

   b. The MCRC may make an exception to term limit of any Chapter Director as they deem necessary and appropriate.

iii. Chapter Officers may serve for no more than four (4) consecutive terms.
   
   a. The MCRC may make an exception to number of consecutive terms of any Chapter Officer as they deem necessary and appropriate.

C. Guidelines for Chapter Officers

i. The Chapter Director will be approved by the Membership and Chapter Relations Committee.

ii. All Chapter Directors and Chapter Officers must be IAQA members in good standing.
   
   a. In the event that a Chapter Director or Chapter Officer has a lapse in IAQA membership, they shall immediately renew their membership or forfeit their Chapter position.

iii. The Chapter Director and all Chapter Officers are subject to any and all Chapter Policies and Procedures, as well as the Bylaws of IAQA.
   
   a. If the Chapter Director or any Chapter Officer fails to abide by the Policies and Procedures set forth by this document, or any other guidelines as determined by the IAQA BOD, they shall immediately forfeit their Chapter position.

iv. The MCRC reserves the right to discharge any Chapter Officer per their discretion.

D. Chapter Officer Meetings

i. The Chapter Director shall convene and preside over Chapter Officer Meetings.

ii. Suggested items for discussion at the Chapter Officer meetings include the following:
   
   a. Review the requirements for serving as a Chapter Officer
   b. Select the place and time for all Chapter Meetings
   c. Set up topics and speakers for Chapter Meetings
E. Chapter Dissolution

i. The Membership and Chapter Relations Committee is responsible for monitoring Chapter operations to ensure that each Chapter Director is operating and performing in accordance with IAQA’s Bylaws and the most current version of the Chapter Policies and Procedures.

   a. When the Committee verifies that such is not the case and the Chapter or Chapter Director is not willing or able to correct the situation in a timely manner, despite numerous attempts by the Membership and Chapter Relations Committee to remedy the situation, a recommendation can be made to the IAQA Board of Directors by the Membership and Chapter Relations Committee to dissolve the Chapter.

ii. In the event of Chapter dissolution, IAQA recommends any remaining funds in the Chapter bank account be donated to an active Chapter.

iii. In the event of a Chapter Director resigning, the Chapter bank account should be managed by the Vice Chapter Director or Chapter Treasurer, who should be added as a co-signer on the Chapter bank account upon installation.

   a. The former Chapter Director should then be removed from Chapter bank account.

   b. If no Vice Chapter Director or Chapter Treasurer is in place, IAQA recommends any remaining funds in the Chapter bank account be donated to an active Chapter.
III. Policies

A. Antitrust
   i. The Chapter Director and Chapter Officers must sign an Antitrust Statement upon instatement.
   ii. Any matter of communication that could raise a question of anti-competitiveness or any other antitrust question should be reviewed by the IAQA Legal Counsel.

B. Code of Ethics
   i. All Chapter Directors and Chapter Officers must conduct themselves in accordance with IAQA’s Code of Ethics, which is applicable to all members.

C. Commercialism Policy
   i. Chapter Directors and Chapter Officers should aim to reduce commercialism in their educational Chapter Meetings. Commercialism is the inclusion of visual, written, or verbal references to any organization for the promotion or commercial advantage of that organization or the commercial disadvantage of a competing organization.
      a. Chapters should request to see a speaker’s presentation weeks in advance of the meeting or lecture. The Chapter must notify the speaker if unacceptable commercialism is found in the presentation.

D. Confidentiality and Nondisclosure Agreement
   i. The Chapter Director and Chapter Officers must sign a Confidentiality and Nondisclosure Agreement upon instatement.

E. Conflict of Interest
   i. The Chapter Director and Chapter Officers must sign a Conflict of Interest Statement upon instatement.
   ii. The intent of these policies is to avoid any assumption or appearance of conflict of interest or unauthorized representation of the Indoor Air Quality Association.

F. Contracts
   i. Contracts may be entered into in the name of the individual Chapter for Chapter-related needs.
   ii. No Chapter or any individual shall enter into any contracts in the name of the Indoor Air Quality Association, Incorporated, or use the name of IAQA in dealings with others, without the written consent and authorization of the IAQA Membership and Chapter Relations Committee.
G. Incorporation

i. IAQA Chapters are independently owned and unincorporated affiliates of IAQA.

H. Logo and Branding

i. The Indoor Air Quality Association logo is to be used on all Chapter materials in accordance with the logo policy.

ii. The Indoor Air Quality Association logo is not to be altered.

iii. Chapters will use all branded materials developed by Staff, including, but not limited to PowerPoint templates, marketing and advertising materials, IAQA literature, etc., in all Chapter presentations and Chapter Meetings.

I. Use of Member Information

i. IAQA will provide Chapter Member lists to Chapter Directors and Chapter Officers as requested.

   a. All IAQA members will have the opportunity to join a Chapter of their choosing.

ii. IAQA protects contact information provided by its members and customers. If the Chapter Director or Chapter Officers would like to promote a Chapter Meeting to other IAQA members in the area, or to potential IAQA members, a meeting notification can be submitted to IAQA Staff (see section IV.B).

iii. Member information is not to be used for personal or corporate purposes.
Chapters are to conduct a minimum of four (4) Chapter Meetings each fiscal year. These events can include, but are not limited to:

A. Technical presentations  
B. Workshops  
C. Lectures  
D. Facility tours  
E. Social events  
F. Networking opportunities  
G. Membership promotion event  
H. Non-technical lectures (leadership training, etc.)  
I. Community service activities  
J. Research talks  
K. Joint meetings with your local ASHRAE Chapter or other organization  
L. Schedule a group viewing around a webinar and hold a discussion afterwards

Most people attend Chapter Meetings for one or more of the following reasons:

A. To receive and transmit technical information  
B. To meet people engaged in the industry  
C. For fellowship and enjoyment  
D. To develop knowledge of the problems encountered in the industry

A successful meeting provides opportunities for each of these reasons.

A. Meeting Announcements

i. To ensure comprehensive promotion of all Chapter Meetings and events, a meeting announcement should be published and distributed by IAQA Staff to all members, potential members and other interested parties as early as possible, but no less than 30 days prior to the scheduled meeting date.

a. Meeting announcement requests must be sent to IAQA through the online form or via email.

1. The form can be accessed at https://iaqa.wufoo.com/forms/chapter-workshop-form/  
2. Notices may also be provided to IAQA either as a PDF or MSWord Document via chapters@iaqa.org

b. IAQA will add the Chapter Meeting to the Chapter Meetings Calendar on the IAQA website and will send a broadcast email to all members and non-members in the Chapter’s area.

B. Speakers and Presentations

i. Topics should be of general interest to a majority of the potential attendees.

ii. Speakers must be knowledgeable and experienced enough to handle the presentation topic and Q&A.
iii. Commercialism should be avoided for educational presentations.

   a. Chapters should request to see a speaker’s presentation weeks in advance of the meeting or lecture. The Chapter must notify the speaker if unacceptable commercialism is found in the presentation.

C. Sponsors

   i. Chapters may solicit sponsors to cover some of the costs associated with the meeting and associated meals, but care must be taken that the Chapter never appear to be endorsing the sponsor’s products or services.

   ii. Chapters should make it clear that the company is not sponsoring the technical part of the presentation.

       a. The easiest way to make this clear is to have a visible sign that says “Thank you to XYZ Company for sponsoring this lunch.” The moderator may also make this statement before the presentation if no sign is available.
A. General Guidelines

i. The Chapter’s fiscal year is the same as IAQA’s - July 1st to June 30th.

ii. The Chapter Director or Treasurer is responsible for the receipt, safekeeping, and disbursement of Chapter funds and for keeping proper records.

iii. Chapter funds should be used to carry out the objectives of the Association and the Chapter.

iv. Chapter Officers are responsible for ensuring that the Chapter can cover its expenses.

B. Obtaining an EIN

i. Each Chapter is responsible for obtaining an Employer Identification Number (EIN) via the IRS.

   a. To apply online, refer to the IRS website at https://www.irs.gov/Businesses/Small-Businesses-&-Self-Employed/Apply-for-an-Employer-Identification-Number-(EIN)-Online

   b. EIN should be obtained in the name of “___________ Chapter, Indoor Air Quality Association, Inc.”

   c. Refer to the chart below for assistance in answering application questions.

<table>
<thead>
<tr>
<th>Question</th>
<th>Answer</th>
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<tbody>
<tr>
<td>Type of entity</td>
<td>Non-profit/tax-exempt organization</td>
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<td>Why requesting EIN?</td>
<td>Started a new business</td>
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<td>Responsible party</td>
<td>Individual</td>
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<tr>
<td>Type of entity</td>
<td>Other nonprofit organization – 501(c)6</td>
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<tr>
<td>Group exemption number</td>
<td>N/A (IAQA and Chapters are self-declared 501(c)6)</td>
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<tr>
<td>Date business started</td>
<td>7/1/16</td>
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<td>Closing month of accounting year</td>
<td>June</td>
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<td>Principal activity of business</td>
<td>Other – education and information</td>
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<tr>
<td>Principal line of products produced</td>
<td>E-learning and webinars</td>
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C. Tax Status and Filing Requirements

i. Each Chapter is responsible for filing the necessary form for tax exemption with all governing agencies in the country in which it operates.

   a. Chapters can file a 990-N, also known as an e-Postcard, if gross revenues are less than $50,000 for the fiscal year.

   b. Online filing of the e-Postcard is free and requires only basic information:

      - EIN, also known as a Taxpayer Identification Number (TIN)
      - Tax year
• Legal name and mailing address
• Any other names the organization uses
• Name and address of a principal officer
• Website address if the organization has one
• Confirmation that the organization’s annual gross receipts are $50,000 or less
• If applicable, a statement that the organization has terminated or is terminating (going out of business)

   c. The e-Postcard is due every year by November 15.

   ii. If gross receipts are more than $50,000, refer to the IRS website at www.irs.gov/eo, or your Chapter’s CPA, for full details about filing federal taxes, including which form to complete.

   iii. See appendix for sample of e-Postcard and key definitions.

D. Initial Funds, Banking and Location

   i. IAQA Headquarters will provide $500 of initial funding to a new Chapter.
      a. The funds will be disbursed upon completion of all new Chapter paperwork, installation of Chapter Officers, and proof of Chapter bank account.

   ii. The Chapter Director is responsible for setting up the Chapter checking account with a local bank.

   iii. In establishing the account, local banking requirements must be complied with:
      a. The account should be carried in the name of "_____ Chapter, Indoor Air Quality Association, Inc."
      b. The Chapter Director should establish a permanent mailing address and phone/fax numbers for the Chapter.
         • Personal and/or business contact information is permissible, but use of a PO Box for permanent address is recommended.
      c. The bank will use the Chapter EIN (TIN) for setting up the account – not the individual’s Social Security Number.
      d. The arrangement should be such that when new officers are installed, the bank may easily be authorized to honor the new signatures.

E. Record Keeping

   i. The Chapter Director or Treasurer’s files should typically contain:
      • List of officers’ names, addresses and phone number (for each fiscal year)
      • Minutes from Chapter Officer meetings
      • Chapter Meeting Sign-in Sheets
• Treasurer’s reports
• Tax returns
• Notification of EIN
• Documents and correspondence from bank, including:
  o Checking account statements and reconciliation
  o Checkbooks and ledger sheets
  o Documents to back up all payments
  o Detailed deposit records
  o Certificates of Deposit (CDs)

* Only fully applicable to Chapters located in the United States. For Chapters outside of the US, please reference your country’s laws and regulations.
Chapter Policies and Procedures

APPENDIX
PETITION FOR IAQA CHAPTER FORMATION

The undersigned, being all members in good standing of the Indoor Air Quality Association (IAQA), hereby petition and apply for permission to form an IAQA Chapter for the territory encompassing: (local/state/regional boundaries).

We ask Membership and Chapter Relations Committee to approve our Chapter affiliation with IAQA. We affirm that the information herein is true and valid.

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<th>Signature</th>
<th>Print Name</th>
<th>Date</th>
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Name: ____________________________________________ Date: _____________

Title: ____________________________________________________________

Company: _________________________________________________________

Department: _______________________________________________________

Address: __________________________________________________________

City: ___________________________ State: _________ Zip: ______________

Phone: ___________________________ Fax: _____________________________

Email: ___________________________________________________________

Indoor Air Quality Association membership is an initial requirement for all prospective Chapter Directors. Are you currently a member of IAQA?  □ YES □ NO

IAQ Background: (Please Attach Resume or CV)

<table>
<thead>
<tr>
<th>PROFESSIONAL SOCIETIES/TRADE ORGANIZATIONS AFFILIATIONS:</th>
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<tbody>
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<td>Organization</td>
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</table>
HONORS, AWARDS, CERTIFICATIONS
List any honors, awards or other certifications you have received. You may list up to six (6).

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<tr>
<th>Award/Honor/Certification</th>
<th>Organization</th>
<th>Date</th>
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Reasons for Interest in Chapter Formation: (Attach Letter if needed)

Prospective Chapter Officers: (Please attach CVs or bios if available)

<table>
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<tr>
<th>Position</th>
<th>Name</th>
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<tbody>
<tr>
<td>Vice Chapter Director</td>
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<td>Treasurer</td>
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<td>Secretary</td>
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<td>Membership Promotions Chair</td>
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<tr>
<td>Other (please specify)</td>
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STATEMENT OF ACCURACY
I hereby affirm that the information contained herein and provided by me is true and correct to the best of my knowledge and belief. IF ACCEPTED AS AN IAQA CHAPTER DIRECTOR, I AGREE THAT I WILL ABIDE BY THE BYLAWS, CHAPTER POLICIES, AND OTHER GOVERNING RULES OF THE ORGANIZATION. I also affirm that I have read and understood the Chapter Policies & Procedures in their entirety. I hereby agree to disclose, as stated, any current or potential conflicts of interest to the IAQA Board of Directors and furthermore acknowledge that all listed conflicts of interest will be monitored for compliance and that I must recuse myself from any decision that violates this policy.

Signed: ______________________________ Date: ______________

Printed Name: _________________________ Title: ______________
The following suggestions may help a Chapter recruit and retain new members:

A. Develop a program in which the Chapter assigns a current member to provide guidance for a potential new member in order to:
   1. Introduce the candidate to the Chapter membership
   2. Provide information on Chapter activities and meeting times
   3. Arrange transportation
   4. Encourage involvement in Chapter programs
   5. Keep the Chapter informed on the candidate's progress

B. Invite and encourage graduating students from local Colleges and Universities to become IAQA members

C. Ensure that the name of the candidate/new member is added to the Chapter mailing list immediately upon receipt of application

D. Ensure that the candidate/new member has received meeting notices

E. Set up an installation procedure for inducting new Chapter members; consider presenting a Certificate of Membership at a meeting

F. Ensure that each new member's name is added to the Chapter roster

G. Develop a plan to engage new member in the Chapter; consider having them work on a committee or task group
IQA ANTI TRUST POLICY

I) APPLICATION OF ANTI TRUST LAWS TO ASSOCIATION ACTIVITIES

Trade associations, such as the Indoor Air Quality Association (“IAQA”), are subject to strict scrutiny under both federal and state antitrust laws. Since competitors in a particular industry join a trade association to pursue a common business purpose, trade associations are especially vulnerable to antitrust attack under federal and state laws. Trade associations and trade association members should exercise a great deal of care when carrying on certain activities so as to avoid any violation of the federal and state antitrust laws.

The consequences for violating the antitrust laws can be severe. A conviction can carry stiff fines for the association and its members, jail sentences for individuals who participated in the violation, and a court order dissolving the association or seriously curtailing its activities.

II) THE SHERMAN ACT AND THE FEDERAL TRADE COMMISSION ACT

With regard to trade association activities, the most important antitrust statutes are Section 1 of the Sherman Act and Section 5 of the Federal Trade Commission Act. Section 1 of the Sherman Act prohibits "contracts, combinations, or conspiracies ... in restraint of trade." By their very nature, trade associations involve a "combination" of competitors so they are common targets of antitrust plaintiffs and prosecutors.

Under the Sherman Act, any understanding or agreement affecting the price of a member's product or a bid on a contract is prohibited, regardless of the purpose of the understanding. Even if the agreement will benefit consumers, it is prohibited.

Of great importance to trade association members is the fact that the Sherman Act is a criminal conspiracy statute. Consequently, an individual volunteer who attends a meeting at which competitors engage in illegal discussions which relate to prices or bids may be held criminally responsible, even if he or she says nothing at the meeting. The volunteer’s attendance at the meeting may be sufficient to imply acquiescence in the discussion, making him or her liable to as great a penalty as those who actively participated in the price-fixing or bid-rigging agreement.

Section 5 of the Federal Trade Commission Act forbids "unfair methods of competition in or affecting commerce and unfair or deceptive acts or practices in or affecting commerce." It is distinct from Section 1 of the Sherman Act in that it does not require a "combination" so as to reach anticompetitive acts committed by companies. On the other hand, it will, like the Sherman Act, cover joint actions.

The Federal Trade Commission's authority in determining what constitutes an unfair method of competition or unfair or deceptive act or practice under any given circumstances is extremely broad. As a result, antitrust actions can be brought to cover a wide range of charges. Given this wide range of charges, as well as the severe penalties which can be invoked under the antitrust laws, IAQA has established an antitrust compliance program. Under this program, every effort will be made to avoid activities that may create even the appearance of an antitrust violation.

III) PENALTIES FOR VIOLATION OF THE ANTI TRUST LAWS

The federal antitrust laws may be enforced against associations, association members and the association staff, both by government officials and by private parties through treble damage actions. In each case, the potential penalties are quite severe.

Pursuant to federal statute, the maximum penalty for an individual convicted of a violation of the Sherman Act is a fine of $1,000,000, twice the pecuniary loss of the victims, or twice the pecuniary gain of the wrongdoer, whichever is greater. In addition, an individual may be imprisoned for up to 10 years. However, in no case will an individual convicted of a criminal Sherman Act Violation be sentenced to less than 90 days of stated jail time. A corporation convicted of such a criminal offense may be fined as much as $10 million, twice the pecuniary loss of the victims, or twice the pecuniary gain of the wrongdoer.
A violation of the Federal Trade Commission Act can result in the issuance of a cease and desist order, thereby placing extensive governmental restraints on the activities of an individual company, its officers and directors, an association and its members. Failure to obey such an order can result in penalties of as much as $10,000 per day.

In addition to governmental prosecution for a criminal or civil antitrust violation, a company or an association can face a private treble damages action brought by competitors or consumers. A finding of a violation of an antitrust law in a private action will result in payment by the defendant of three times the damages suffered by the plaintiff plus attorney’s fees.1

IV) ANTITRUST SENSITIVE AREAS OF ASSOCIATION ACTIVITY

A) Areas of General Concern

1) As a practical matter, all trade associations, such as IAQA, should focus their attention on five principal antitrust problem areas:

(1) Price-Fixing

Experience shows that the most common, most serious, and most likely to be strictly prosecuted antitrust violation is the Sherman Act’s ban on price-fixing or bid-rigging. Antitrust violations in the price-fixing or bid-rigging areas require a provable agreement, but such an agreement can be inferred from a pattern of similar price or bid behavior by association members. An oral or a written agreement is not needed to ground a charge of price-fixing or bid-rigging. Neither the reasonableness of the prices set or the amounts bid nor the potentially beneficial purposes underlying the agreement will constitute a defense in the event that price-fixing or bid-rigging is established.

(2) Agreement to Allocate Customers or Divide Territories

An agreement among members of an association to allocate customers or divide geographical territories is, in and of itself, a per se violation. The antitrust laws expressly prohibit any understanding or agreement between competitors or members of an association involving division of territories or allocation of customers. Even an informal agreement whereby one member agrees to stay out of another’s territory or not deal with a competitor’s customers will constitute a criminal violation of the antitrust laws.

(3) Membership Restrictions

In situations where the members of an association derive an economic benefit from membership, the denial of membership to an applicant may be alleged as a restraint of trade where such a denial significantly limits the ability of the applicant to compete. The association must have market power and denial of members must be equated to denial of a service essential to compete in a given industry or market. Therefore, membership criteria must be carefully established with a view toward avoiding antitrust problems.

(4) Standardization and Certification

Technical and safety standards have many procompetitive effects, but care must be taken in developing such standards. An association that develops voluntary industry standards may face antitrust challenges if such a standard favors some competitors and discriminates against

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1 For example, if the antitrust violation at issue is a price-fixing conspiracy, the measure of damages to one of the conspirators’ customers is the difference between the prices actually paid and the prices that would have been paid absent the conspiracy. See, e.g., Berkey Photo, Inc. v. Eastman Kodak Co., 603 F.2d 263, 297 (2d Cir. 1979), cert. denied 444 U.S. 914 (1983).

This damage amount would then be tripled, reasonable attorneys’ fees added, and the total would constitute the wrongdoer’s civil liability.
others. Similarly, association certification activities which further the interests of certain groups of members, to the exclusion of others, may result in antitrust inquiries.

(5) Industry Self-Regulation

Associations commonly establish codes of ethics for their members, including procedures for enforcement of such codes. The association must guard against any efforts to enforce such codes of ethics if such enforcement would result in economic injury to certain members.

B) Bid-Rigging -- An Area of Special Concern

1) An antitrust problem area which is of particular concern for trade associations whose members compete for contracts is that of bid-rigging. A bid-rigging scheme bears some of the traits of both a price-fixing agreement and an agreement to divide customers, and, in fact, could be considered a synthesis of those two violations. In U.S. v. W.F. Brinkley & Son Construction Co. [1986-1 Trade Cas. (CCH) ¶ 66,963], the Fourth Circuit Court of Appeals upheld the lower court's jury instruction that "a conspiracy to allocate projects or rig bids is automatically or per se unreasonable and illegal. As a result, an agreement between two or more persons that one will submit a higher or lower bid than the other, or will submit no bid at all, will constitute a criminal restraint of trade violating the Sherman Act. In making their case, those alleging an unlawful bid-rigging conspiracy need not prove a formal, express agreement with all terms set forth as clearly understood by the conspiring competitors. The antitrust injury caused by a bid-rigging scheme is the denial of the purchaser's ability to choose the lowest responsible bidder and to allocate its funds to that bidder.2 Those individuals found guilty of bid-rigging face a mandatory jail sentence.

2) Recently, both the federal and state governments have prosecuted a number of antitrust cases involving bid-rigging.

V) HOW TO AVOID ANTITRUST PROBLEMS

IAQA has adopted the following rules in order to insure against unintentional violations of the antitrust laws:

A) General Operating Procedures

1) A full description of the association's intention to comply fully with the antitrust laws is included in the written policies of the association.

2) All officers, members of the board of directors of the association, and each member company will receive a copy of these guidelines, which constitute the association's antitrust policy statement. All officers, directors, and members agree to the implementation of compliance activities detailing what can and cannot be done at association meetings.

3) Legal counsel updates members concerning antitrust problems periodically and has formalized the association's antitrust compliance program.

4) Legal counsel approves, in advance, all new association programs or changes in existing programs that may have potential antitrust implications.

5) All association meetings are regularly scheduled, and members are not permitted to hold "rump" or unscheduled, unofficial meetings.

6) An agenda is prepared for each meeting of the association, and the agenda is reviewed in advance by legal counsel where antitrust sensitive issues are involved.

7) Legal counsel is present or available by conference call at all meetings at which antitrust sensitive issues will be discussed.

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8) The minutes of all meetings are reviewed and approved by legal counsel. The minutes reflect the association's policy of complying with the antitrust laws.

9) The minutes of all association meetings are accurate, and the IAQA officers and staff never submit minutes which have been doctored, which are incomplete, or which have not been approved by legal counsel.

10) No action by the association or its board of directors which has the effect of rejecting a membership application becomes final without consultation with legal counsel.

11) The association has a formal record retention program.

12) No association staff member has authority to communicate with officials of the Federal Trade Commission or the Antitrust Division of the Department of Justice without prior approval of the association's legal counsel.

B) **Membership Policy**

1) IAQA does not:

   (1) Exclude certain competitors from membership in the association, if the applicant meets by law requirements.
   
   (2) Restrict members from dealing with nonmembers.
   
   (3) Unreasonably limit access to information developed by the association, unless such limitation is firmly grounded upon the need to protect proprietary customer or member information, trade secrets or for a pro-competitive reason.

C) **Self-Regulation and Codes of Ethics**

1) The association:

   (1) Does not adopt regulations or policies which have price-fixing implications, such as restrictions on advertising of prices or bidding, or which in any manner inhibit the ability of any member or group of members to compete.
   
   (2) Does not require members to refrain from dealing with any vendor, supplier, customer or other member.

D) **Topics of Discussion Which Are Antitrust Sensitive**

   (1) Current or future prices, rates, or bids. (Great care must be taken in discussing past prices, rates, or bids.)
   
   (2) What constitutes a "fair" profit level.
   
   (3) Possible increases or decreases in prices or rates.
   
   (4) Standardization or stabilization of prices or rates.
   
   (5) Pricing procedures.
   
   (6) Credit terms.
   
   (7) Control of sales.
   
   (8) Allocation of customers or markets.
   
   (9) Refusal to deal with a corporation because of its pricing or bidding practices.

Members of the association will not discuss any of the above subjects at association meetings except to note general trends or practices existing in the marketplace. Although such trends and practices may be discussed on a conceptual basis, no consensus by association members shall be reached on these subjects. Association members will not agree to engage in any uniform practices that directly or indirectly affect the price or specific financial terms of any single transaction or group of transactions.

Signature: ________________________________________________ Date: ______________________________

Print Name: ______________________________________________
INTRODUCTION

The Indoor Air Quality Association (hereinafter “IAQA”) owns numerous trademarks, some of which are registered, on its distinctive logos (hereinafter “the Logo,” “the Logos,” the “IAQA Logo,” or the “IAQA Logos”). As a result of IAQA’s long-standing and extensive use of these Logos, they have become a recognized symbol of the association’s high-quality goods and services. The Logos constitute one of IAQA’s most valuable assets.

The purpose of these Guidelines is to ensure proper use of the IAQA Logos by the association’s members, affiliates, partners, sponsors, and other authorized entities. It outlines IAQA’s rules for use of the Logos along with explanations and examples of proper usage. By complying with these rules, you help IAQA maintain its established brand and reputation.

Where in conflict, any Guideline herein is superseded by any other specific agreements made between IAQA and the party in question. However, any non-conflicting portions of these Guidelines remain in force.

GENERAL RULES GOVERNING ALL USES OF THE IAQA LOGOS

Members in good standing may utilize the IAQA logo for the sole purpose of identifying themselves as a member of the IAQA, within the restrictions defined herein.

The IAQA Logo may not be used in any manner that conveys or implies IAQA’s endorsement, sponsorship or approval of a member’s specific programs, activities, company, products or services. Neither shall the IAQA logo be used, nor shall membership imply that the user is in any way an authorized agent of IAQA.

The IAQA Logo should always be separate and distinct from other marks and copy. When utilized within these guidelines and the IAQA bylaws, the IAQA logo must be reproduced true to the original as set down by the IAQA, and further must be reproduced from IAQA-supplied graphics.

Unauthorized use of the IAQA logo may constitute fraud, and the IAQA may employ legal means to cease such usage. Membership shall be revoked or denied for illegal use and/or misuse of the IAQA logo in violation of these terms.

CORPORATE MEMBERS

Corporate Members may use the IAQA logo on their company website, company social media, emails, business cards, stationery, invoices, statements, vehicle signage, billboards, signs and promotional items. The IAQA logo must include the Corporate Member designation as provided by the IAQA.

INDIVIDUAL / STUDENT / GOVERNMENT MEMBERS
Individual, Student, and Government Members may use the IAQA logo on individual business cards, individual company pages, individual social media pages, personal email, and stationary. The IAQA logo must include the appropriate Member designation as provided by the IAQA.

Individual, Student, and Government Members may not use the IAQA logo on their company website, invoices, statements, vehicle signage, billboards, signs or promotional items. This benefit is restricted to Corporate Members.

ADDITIONAL TERMS OF USE
Each member, affiliate, partner, sponsor, award winner and other authorized entity that uses the IAQA Logo agrees that upon termination or expiration of membership, it will immediately discontinue any usage of the Logo that IAQA, within its sole discretion, determines to be a violation of its rights regarding the Logo.

If at any time an individual or organization ceases to be an IAQA member, affiliate, partner, sponsor, award winner and other authorized entity, it will immediately discontinue any use of the IAQA Logo or any name, mark, logo or other trade identity similar thereto.

Each member, affiliate, partner, sponsor, award winner and other authorized entity acknowledges IAQA’s exclusive ownership of the IAQA Logo and shall not challenge IAQA’s ownership thereof.

Each member, affiliate, partner, sponsor, award winner and other authorized entity agrees to comply with any additional regulations determined by IAQA.

Each member, affiliate, partner, sponsor, award winner and other entity permitted to use one of the IAQA Logos acknowledges that IAQA is the sole and exclusive owner of the Logos and agrees that its use of the respective IAQA Logo inures to the benefit of IAQA, that the IAQA Logos are important valuable assets of IAQA, and that its use of the IAQA Logo materially impacts the value of the IAQA Logo.
I hereby disclose the following interests which may constitute a conflict of interest in my position as 
Chapter Director/Chapter Officer of the __________________________ Chapter.

DISCLOSURES – Please list. Conflicts should include any business or personal relationships or ventures pertinent to the work of the Chapter/committee you serve. Example: If your company is a service or sales rep for an associate member, then list that relationship.

Signature: _________________________________________________
IAQA CONFIDENTIALITY AND NONDISCLOSURE AGREEMENT

I am a volunteer of the Indoor Air Quality Association (“IAQA”). In connection with my volunteer responsibilities to and for IAQA, I acknowledge and agree to abide by the terms of this Confidentiality and Nondisclosure Agreement (this “Agreement”) and I acknowledge and agree that each of the terms and conditions set forth in this Agreement is important. I will be given access to Confidential Information while I serve as an IAQA volunteer.

My responsibilities and legal obligations are as follows:

1. Confidential Information shall include all information and communications discussed and/or transmitted, whether orally or in writing, that pertains to IAQA business, including without limitation during IAQA related meetings. Confidential Information also includes data relating to IAQA generally, as well as specific IAQA examination and testing information, IAQA business plans, IAQA community activities, IAQA membership applicant and certificant information, and any and all other information related to IAQA business. Confidential Information does not include any information in the public domain or otherwise known by me prior to becoming an IAQA volunteer and not made available to me by IAQA other than Confidential Information which is disclosed to me by any third party who is bound by a duty of confidentiality to IAQA or otherwise knows that the Confidential Information is confidential and has made such Confidential Information available to me on a non-confidential basis.

2. I will use Confidential Information solely to fulfill my responsibilities as an IAQA volunteer.

3. I agree at all times to comply with the procedures that may be established by IAQA to protect Confidential Information.

4. I will not disclose Confidential Information, in whole or in part, in any manner whatsoever, to any person not participating in the specific and applicable IAQA activities in which I am involved as a volunteer, without the prior written consent of IAQA’s Chair of the Board, or if I cannot request the prior written consent from the IAQA Chair of the Board due to a conflict of interest, then without the prior written consent of the Executive Committee.

5. I will indemnify and hold harmless IAQA, its officers and Board members from and against any and all liability, related to my violation of this Agreement, including all costs and expenses.

6. If I leave or otherwise terminate my services as an IAQA volunteer, I will return all Confidential Information to IAQA. I agree that this Agreement will survive termination of my services as an IAQA volunteer.

I agree that this Agreement shall be governed by the laws of the State of Florida and the venue for arbitrating, mediating or engaging in any proceeding before a court shall be in the State of Florida.

Signature

Date

Print Name
In recognition of their obligation to the public and the profession, IAQA Members are required to comply with the following Articles:

I/We will be honest and forthright in advertising.

I/We will provide services only after obtaining the necessary bonding and licensing required on a particular project or within a particular jurisdiction.

I/We will utilize the services and products of those who possess specialized skills, tools, or trades not possessed by us when circumstances call for work to be done which we are unable to perform.

I/We will stay abreast of new developments in technology, tools of the trade, building codes, industry standards and guidelines, and any other codes or information that directly affects our work.

I/We will perform services only after the applicable, generally accepted industry standards of care to be applied have been disclosed.

I/We will follow such standards in work performed.

I/We will accurately represent the status of our membership within IAQA.

I/We will comply with the Bylaws of the Association.

I/We will comply with all Federal, State, and local laws, regulations and licensing requirements applicable to our company.

I/We will promptly and courteously address any and all customer or consumer complaints and or inquiries and will fully explain the services, testing procedures and practices followed by our company in dealing with specific problems.
Key Definitions:

- **Gross Receipts**: The gross amount received by the organization during its annual accounting period from all sources without reduction for any costs or expenses including the costs of goods or assets sold; cost of operation, expenses of earning, or collecting such amounts. Gross receipts include, but are not limited to, the gross amount received from contributions, gifts, grants and similar amounts; the gross amount received as dues or assessments from Chapter members or affiliate organizations; the gross sales or receipts from business activities (whether or not it relates to your exempt purpose); the gross amount received from the sale of assets; and, the gross amount received as investment income.

- **Unrelated Business Income**: Income received from a trade or business which is regularly carried on by the organization and is not substantially related to the performance by the organization of its exempt purpose or function except that the organization needs the profits derived from this activity. Examples of income from business unrelated to the Chapter’s exempt purpose include, but are not limited to, receipt of fees from member advertising in the Chapter newsletter or proceeds of sale of items unrelated to IAQA business.
As the newly approved Chapter Director of the___________Chapter, I have read and understood and Chapter Policies and Procedures in their entirety. I commit to follow all procedures and policies set forth in the document. I understand that violation of the Policies and Procedures may result in forfeiture of Chapter Director position.

____________________________________  ______________________
Signature                                      Date
CHAPTER WEBSITE CREATION GUIDELINES

The following basic guidelines are provided as recommendations to local Chapters for the Indoor Air Quality Association (IAQA). These guidelines represent issues which should be considered prior to the development of a Chapter website. They are written as guidance from the Membership and Chapter Relations Committee, and are designed to avoid having to rework website development issues, or to avoid placing extra effort in the development of the local Chapter website.

The purpose of local Chapter websites is to drive traffic to local Chapter activities. As such, the primary intent of the website is to advise the public and peers of Chapter activities, and to provide contact information for Chapter Officers.

Issues to consider prior to development include:

- The website domain name should be brief. Examples include www.iaqa-sfca.org (for San Francisco), www.iaqa-houtx.org (for Houston), etc.
  - Since the domain represents the local Chapter of a trade association, domain names should end in “.org.” This will confirm the non-profit organization status.
- Ownership of the Chapter domain name should be placed with the local Chapter entity, rather than an individual (such as the Chapter Director). While the domain contact and administrative information can be directed to the local Chapter Director, the Chapter entity should be listed as the domain owner.
- Use of the IAQA logo is authorized. Placement and sizing of the IAQA logo must be approved by the Chapter Relations Staff Liaison prior to website publishing.
- It is recommended that a sample home page be submitted to the Chapter Relations Staff Liaison prior to site development.
- Information regarding IAQA being presented on a local Chapter website should be brief. More detailed information can be provided using hyperlinks directly to appropriate content at www.IAQA.org.
- Any references on the Chapter website to membership applications or other dynamic forms should be referenced as a hyperlink to IAQA’s website. This will ensure that the latest version of all forms and documents is presented.
- Local Chapter websites should not provide any form of listserv, discussion forum, or public message posting system as part of the website. This will ensure that negative or otherwise blatant opinions or postings are not referenced or implied by IAQA or any local Chapter entity.
- Website sponsorship may be solicited by the Chapter Director or Chapter Officers. If website sponsorship is selected, the sponsors must be identified as local Chapter sponsors ONLY. If sponsorship is only for the website, then that must be identified in writing on the Chapter website. NOTE: IAQA does not offer a national endorsement of any specific products or services. As such, Chapter websites should not offer an endorsement of any products or services provided locally.
SOCIAL MEDIA GUIDELINES FOR CHAPTERS

The Indoor Air Quality Association (IAQA) understands that Chapters participate in social media sites (e.g. Facebook, Instagram, Twitter, YouTube, and LinkedIn) and create and maintain personal websites. IAQA respects Chapters’ online social networking and personal internet use. However, a Chapter’s online presence can affect IAQA, as words, images, posts, and comments can reflect or be attributed to IAQA. As an IAQA Chapter, you should be mindful to use electronic media responsibly and respectfully to others and IAQA. IAQA has adopted the following guidelines that Chapters must observe when participating in social media sites and/or engaging in other internet forums to promote their individual Chapters.

It shall be considered a breach of acceptable IAQA Chapter conduct to post on any public or private website or other communication format any of the following:

1. Anything that may harm the goodwill or reputation of IAQA or any disparaging information about IAQA or its members.
2. Any disparaging, discriminatory or harassing information concerning any customer, employee, vendor or other person associated with IAQA. IAQA’s policies prohibiting harassment apply online as well as offline.
3. Any confidential information, trade secrets, or intellectual property of IAQA obtained during your membership of IAQA, including information relating to finances, research, development, marketing, customers, operational methods, plans and policies.
4. Any private information relating to a member, employee or vendor of IAQA.

If you are speaking about job-related content or about IAQA, you must speak in the first person and use a disclaimer to make it clear that the views expressed belong solely to you. In addition, the following statement must be used, “The opinions expressed on this site are my own and do not necessarily represent the views of IAQA.”

These guidelines apply regardless of where or when members post or communicate information online. IAQA reserves the right to monitor and access any information or data that is created in the name of an IAQA Chapter.

Members who violate IAQA's Social Media Guidelines will be subject to termination of membership.