



**Computer Science
Teachers Association**

**BOARD
POLICY AND PROCEDURES
2018**

COMPUTER SCIENCE TEACHERS ASSOCIATION BOARD POLICIES AND PROCEDURES MANUAL

This document contains the policies and procedures of the Board of Directors of the Computer Science Teachers Association, hereinafter called the Organization or CSTA. As new policies and procedures are adopted or existing ones are revised, they will be distributed to each Board Member.

Generally, the role of a Board of Directors of a non-profit organization is to establish policy, and the role of the staff is to execute it. Policies are principles adopted by the Board to chart a course of action. They tell what is wanted and may include also why and how much. They are broad enough to indicate a line of action to be taken by the staff and committees in dealing with a number of day-to-day problems. Administrative procedures or rules are detailed directions developed to put policy into practice. They tell how, by whom, where, and when things are done.

The manual is organized according to a numerical classification system. The system provides an effective means for coding, filing, and finding Board policies, administrative procedures, and other documents. The following major classifications are used in this manual:

<u>POLICIES</u>	<u>TITLES</u>
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1.2.	<u>Registration Fees</u>
1.3.	<u>Services to Former Chairpersons</u>
1.4.	<u>Adoption, Amendment, and Suspension of Board Policies</u>
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- 1. [COUNCILS AND COMMITTEES](#)
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- 1. [EXECUTIVE OFFICERS](#)
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- 1. [FISCAL MANAGEMENT](#)
 - 1.1. [Income's Effect on Tax Status](#)
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- 1. [PUBLICATIONS](#)
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- 2. [CONTRACTOR/VENDOR](#)

2.1. [Policy on Member Participation as Vendor or Contractor to Association](#)

GENERAL SERIES (1.00)

<u>POLICIES</u>	<u>TITLES</u>
1.01	Goals
1.02	Registration Fees
1.03	Services to Former Chairpersons
1.04	Adoption, Amendment, and Suspension of Board Policies
1.05	Consistency and Superseding Clauses
1.06	Record Retention Policy

POLICY 1.0 GENERAL

POLICY NO. 1.01 GOALS

The purposes of the Organization are defined in Article II of the CSTA Bylaws. In support of these purposes, CSTA has adopted the following mission statement and values.

MISSION

The Computer Science Teachers Association is a membership organization that supports and promotes the teaching of computer science and other computing disciplines. CSTA provides opportunities for K–12 teachers and students to better understand the computing disciplines and to more successfully prepare themselves to teach and learn.

VALUES

CSTA prioritizes how it selects and carries out its activities, initiatives, and projects based upon the following organizational values:

- Alignment with mission
- Collaboration
- Credibility
- Diversity and equity
- Fiscal responsibility
- High quality and excellence
- Innovation
- Integrity

POLICY 1.0 GENERAL

POLICY NO. 1.02 REGISTRATION FEES

The Organization has the ability to establish a registration discount for members of at least equivalent to 10% for CSTA-managed functions and events.

Exceptions may be made with the approval of the Executive Committee on a function-by-function basis.

POLICY 1.0 GENERAL

POLICY NO. 1.03
SERVICES TO FORMER CHAIRPERSONS

Copies of Board Meeting Notes shall be distributed upon request to any Past Chairperson of the Board of Directors.

A Lifetime CSTA membership for a Past Chairperson shall be automatic at the conclusion of their term as Chairperson.

POLICY 1.0 GENERAL

POLICY NO. 1.04

ADOPTION, AMENDMENT, AND SUSPENSION OF BOARD POLICIES

The adoption of new or the changing of existing policies or procedures is solely the responsibility of the Board. Any changes to the Policies and Procedures Manual must be approved by the Board of Directors and shall take effect immediately.

Motions for new policies, policy revisions, or suspension of existing policies shall be submitted to the members of the Board along with all relevant documentation prior to any vote on such motions.

Copies of all approved policies shall be provided to all Board Members. A complete copy of the CSTA By-laws and Board Policies and Procedures, including all updates, shall be maintained on the CSTA Web site for full membership access.

POLICY 1.0 GENERAL

POLICY NO. 1.05 CONSISTENCY AND SUPERSEDING CLAUSES

Nothing in this document should be construed to contradict state or federal law. In the event of a conflict with federal or state law, articles of incorporation, or bylaws, then those other sources (in that order) will take precedence over any content herein. (Consistency Clause)

The policies and procedures in this document take precedence over any policies or procedures adopted in the past. (Superseding Clause)

POLICY 1.0 GENERAL

POLICY NO. 1.06 RECORD RETENTION POLICY

CSTA and ACM have programs for the retention of financial and other documents. The Executive Director, CFO, and legal counsel are responsible for periodic review the record retention program. The Board of Directors endorses a record retention policy, which should include electronic files and voice mail, and encourages senior staff and counsel to review the policies regarding specific documents on a periodic basis. The American Competitiveness and Corporate Accountability Act of 2002 (known generally as “Sarbanes-Oxley”) is not generally applicable to associations. However, its prohibition on the destruction of litigation and government investigation related documents does apply.

The Board of Trustees hereby establishes a policy for CSTA, and all of its committees and chapters, organization that no documents, whether physical or electronic or voice recordings, may be destroyed, altered or covered up whenever they may be relevant to an ongoing litigation or federal, state or local investigation. Every employee is bound by this policy and subject to sanctions up to and including termination in the case of violations.

Questions about the breadth of this policy and which documents may be covered should be addressed to the CSTA general counsel. This policy supersedes the general document retention policies, which apply in the absence of litigation or an investigation. Board members are strongly encouraged and expected to destroy all board-related documents after they complete their service on the board, with the exception of specific documents that are important to their post-board service for CSTA.

MEMBERSHIP SERIES (2.00)

<u>POLICIES</u>	<u>TITLES</u>
2.01	Overview
2.02	Code of Ethics for Members
2.03	Individual Members

2.04	Institutional Members
2.05	Affiliate Organizations
2.06	CSTA Chapters
2.07	Membership Term

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.01 OVERVIEW

Membership in this Organization shall be available to individuals or groups of individuals who are interested in supporting teaching and learning in the computing disciplines at the K–12 level.

Applications for membership shall be submitted to the Organization’s New York office. The Board of Directors shall determine the dues, responsibilities, and benefits of the various categories of membership. The various categories of membership shall be classified as Individual, Institutional, Affiliate, and Chapter.

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.02

CODE OF ETHICS FOR MEMBERS OF THE ORGANIZATION

This Code of Ethics for the members of CSTA serves as a guide to the ethical and responsible means of achieving the Organization's mission that states: "CSTA supports and promotes the teaching of computer science and other computing disciplines. CSTA provides opportunities for K–12 teachers and students to better understand the computing disciplines and to more successfully prepare themselves to teach and learn."

This Code is meant to supplement, not supplant, the ethical codes of other professional organizations to which CSTA members may belong.

As members of CSTA, we:

1. Use computing to strengthen and improve the educational opportunities and achievement of all students.
2. Convey to our students the richness and diversity of the computing disciplines and the opportunities for further study and careers.
3. Recognize and teach the ethical components of human-computing interaction and discuss the cultural and social aspects of computing use on an ongoing basis.
4. Protect students and colleagues from conditions harmful to their emotional and physical well-being when using computers through instruction and supervision.
5. Adhere to and teach the concepts and laws related to intellectual property, intellectual freedom, privacy, confidentiality, a diversity of viewpoints, safety, and appropriate use especially as related to computing.
6. Follow sound professional practices in the evaluation and selection of instructional materials and equipment.
7. Do not advance our private interests at the expense of our students, colleagues, or institutions, nor accept any gifts or services that may impair our professional judgment.
8. Exemplify life-long learning by continuing to advance our knowledge and skills through professional reading, participation in professional community, unbiased research, and leadership in workshops and

conferences.

9. Work to advance CSTA's mission and goals through our personal volunteer efforts.
10. Strive to exemplify the ethical conduct that we expect of our students, colleagues, and leaders.

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.03 INDIVIDUAL MEMBERS

Individual membership status in CSTA is available to all persons, without discrimination, who are interested in education in the computing disciplines. An individual member shall be defined as any person who has applied, been approved, and paid any required dues.

An Individual member may vote in Organization elections and hold office in the Organization.

An Individual member shall receive Organizational benefits and member discounts as approved by the Board.

A specific sub-class of General Membership known as Complimentary membership may be granted to prospective members of the Organization or to individuals who have performed a significant service for the Organization. Complimentary memberships shall be awarded one year at a time. Eligibility criteria shall be determined by the Board of Directors. Complimentary memberships may be granted by Directors and Executive Officers of the Organization and by the Board Chairperson.

The specific sub-class of Individual Membership known as Lifetime membership may be granted to members who have made outstanding contributions to the field and/or the Organization. Eligibility shall be determined by the Board of Directors. The Lifetime membership shall continue until such time as the Organization can no longer maintain communications with the Lifetime member. A Lifetime member may vote in Organization elections and hold office in the Organization.

The membership fees and benefits of Individual Membership shall be established by the Board.

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.04 INSTITUTIONAL MEMBERS

Institutional membership is open to any organization concerned with the development and production of technology-based systems, products, and services that support education in the computing disciplines. CSTA and the institutional members shall work together to achieve the purposes listed in Article II of the CSTA Bylaws.

An institutional member shall be defined as an organization that has made an application and paid any required dues.

Institutional members are entitled to designate a single representative of the institution who may vote in Organization elections.

The membership fees and benefits of Institutional Membership shall be established by the Board.

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.05 CSTA AFFILIATE ORGANIZATIONS

Affiliate status is open to any non-profit, professional organization that is committed to the same or related goals as CSTA and has well-established methods of communicating with its own members.

CSTA and the Affiliate organizations shall work together to achieve the purposes listed in Article II of the CSTA Bylaws.

Application for Affiliate status must be submitted to the Executive Director of the CSTA at least forty (40) calendar days prior to a CSTA Board of Directors meeting and must include all of the requisite information requested on the application document.

The application will be reviewed by the Executive Director. If it is complete, the Executive Director will request that the Chairperson add an item for consideration of the application to the agenda for the next meeting of the Board of Directors.

The CSTA Board of Directors will vote on the application and report the result of that vote to the applying organization within thirty (30) calendar days of the Board of Directors meeting.

The membership fees and benefits of Affiliate status shall be established by the Board.

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.06 CSTA CHAPTERS

A chapter is a local branch of CSTA designed to facilitate discussion of local issues; to provide member services at the local level; and to promote CSTA membership locally, regionally, and nationally.

BENEFITS/RESOURCES AVAILABLE TO CSTA CHAPTERS

1. Approved use of the CSTA name.
2. Unlimited use of CSTA Chapter logo for identification.
3. Listing of regular meeting times/activities in the member communications as appropriate.
4. Advice and support from a special CSTA Chapter Liaison.
5. Contact information for all CSTA members in local region upon request.
6. CSTA promotional materials.
7. Opportunity for Chapter President/Chairperson to attend leadership events.
8. Publicity of professional development opportunities in region.
9. Facilitation of connections to local post-secondary institutions interested in K-12 issues.

OBLIGATIONS OF CSTA CHAPTERS

1. Ensure that the chapter has a clearly stated purpose/mission aligned to the CSTA mission.
2. Have a minimum of 5 members not all from the same institution.
3. Ensure that chapter members are CSTA members in good standing.
4. Hold regular membership meetings.
5. Have a formal leadership structure and an identified slate of leaders.
6. Ratify a set of bylaws.
7. Provide a chapter name that reflects geographic location.

8. Continuity of elected leadership.
9. Have a non-restrictive membership.
10. Include a dissolution clause in the bylaws that provides for the disbursement of excess funds to CSTA.
11. Provide standardized, ongoing communication to members.
12. Provide an annual report to CSTA that details current chapter membership, a financial report, a description of activities during past year, and proposed activities planned for upcoming year.
13. Regularly communicate updates regarding leadership, membership, and activities to the CSTA Chapter Liaison.
14. Maintain relationships with other local chapters as appropriate.
15. Answer requests for information from CSTA promptly.
16. Promote CSTA to its membership and in the local region.

Application for Chapter status must be submitted to the Executive Director of the CSTA and must include all of the requisite information requested on the application document.

The application will be reviewed by the Executive Director and the Chapter Liaison. If it is complete, the Executive Director will forward the request to the Executive Committee electronically for approval. Executive Committee members will have five (5) business days to express concerns about the application. The application will be considered approved when a three-fifths (3/5) majority has been achieved.

The result of that vote will be communicated to the applying organization within thirty (30) calendar days of the end of the Executive Committee vote.

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.07 MEMBERSHIP TERM

The term for all categories of membership in the Organization shall be for multiples of a period of twelve (12) months. Dues shall be payable on the anniversary of the member's join date.

BOARD OF DIRECTORS SERIES (3.00)

<u>POLICIES</u>	<u>TITLES</u>
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3.02	Duties of the Board of Directors
3.03	Indemnification of the Board of Directors
3.04	Parliamentary Authority
3.05	Vacancies on the Board
3.06	Board Operations
3.07	Confidentiality
3.07.1	Conflict of Interest
3.07.2	Whistleblower Policy
3.07.3	Antitrust Compliance Guidelines
3.07.4	Boycotts
3.08	Board Travel
3.09	Ex-Officio Board of Director Members
3.10	Officers of the Board of Directors
3.11	Chairperson
3.12	Chairperson-Elect and Past-Chairperson
3.13	Executive Committee Selection Process

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.01 BOARD OF DIRECTORS

The affairs and property of the Organization shall be managed by the Board of Directors.

CSTA shall be governed by a Board of Directors consisting of representatives elected by the membership, including:

- Chairperson,
- Chairperson-Elect or Past-Chairperson,
- K–8 Teacher Representative (2),
- 9–12 Teacher Representative (2),
- International Teacher Representative (1),
- College/University Faculty Representative (1),
- Teacher Education Representative (1),
- School District Representative (1),
- State Department Representative (1), and
- At-Large Representative (2).

These elected positions are defined as follows:

K-8 Representative (2)—a classroom teacher who is currently teaching or promoting computer science at the pre-high school level.

9-12 Representative (2)—a classroom teacher who is currently teaching computer science at the high school level.

International Teacher Representative (1)—an international (outside the United States) classroom teacher who is currently teaching or promoting computer science at the pre collegiate level.

College/University Faculty Representative (1)—a faculty member from a college or university computing department (which may include community colleges).

Teacher Education Representative (1)—a college- or university-level faculty member who has primary responsibility for the instruction of pre-service and/or in-service teachers of computer science and/or computing disciplines.

School District Representative (1)—an administrator whose focus is technology or curriculum across multiple schools.

State Department Representative (1)—an educator or administrator who reports to a state department of education and oversees, in some capacity, computer science education.

At-Large Representative (2)—an educator with responsibilities for K–12 CS education.

All policy, fiscal activity, and official activity (e.g., committee creation and dissolution) decisions must be approved by a majority vote of the Board of Directors.

No individual may hold more than one of the 11 Representative positions at a time, nor may one person be a candidate for more than one position at a time.

The term of a newly elected CSTA Board Director shall be for the duration of two years, starting at the first CSTA Board summer meeting following the election and concluding at the CSTA Board summer meeting two years later. Elected directors can serve at most three consecutive terms, and appointed directors can serve at most two consecutive terms, before they must rotate off for at least one term. An exception will be made for a person moving up to the Chairperson position.

The Board of Directors shall be led by a Chairperson, with the support of either a Chairperson-Elect or Past Chairperson. Every two years, or more frequently if vacancies occur in the leadership, the Board of Directors shall elect a Chairperson-Elect. The Chairperson-Elect shall serve for one year and then assume the Chairperson position for two years, followed by one year as Past Chairperson.

The Directors shall assist in establishing the policies and organizing the activities of the Organization and shall perform such duties as may be delegated to them by the Chairperson or Board of Directors.

Voting members of the Board of Directors of the Organization shall receive no compensation. It shall be proper for a unit carrying out a contractual relationship with the Organization to receive payment as reimbursement for work, time, services, or costs of an individual who is a member of the Board of Directors, as long as such payment does not represent additional compensation to the member of the Board of Directors.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.02 DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Board of Directors to:

1. Manage the affairs of the Organization with full authority and power granted to Boards of Directors of nonprofit corporations under the laws of the State of New York.
2. Recommend amendments and/or revisions to the Bylaws and Policies and Procedures, which it feels are desirable.
3. Approve Executive Director's selection and the compensation.
4. Hold nominations and an election for the Chairperson-Elect position as outlined in the Nominations and Elections Section (3.05).
5. Approve Chairperson's recommendation for appointment of chairs of standing and special committees.
6. Fill any vacancies on the Board of Directors that may occur between elections.
7. Provide for the publication of such materials that carry out the mission and purposes of the Organization.
8. Approve actions pertaining to Affiliate Organizations and CSTA Chapters.
9. Receive project ideas (preliminary proposals) for approval.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.03 INDEMNIFICATION OF DIRECTORS AND OFFICERS

In consideration of their serving as Directors or Officers, the Organization shall indemnify any Director or Officer or former Director or Officer of the Organization or any person who shall have served at its request as a Director or Officer of another scientific, literary, and/or educational organization against reasonable expenses, including attorney's fees and judgments actually incurred by him/her in connection with the defense of any action, suit, or proceeding to which he/she is made a party by virtue of his/her actions while serving as a Director or Officer, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.04 PARLIAMENTARY AUTHORITY

RULES OF ORDER

Unless otherwise specified in the Bylaws or written policy, *Robert's Rules of Order*, shall prevail.

OFFICE OF THE PARLIAMENTARIAN

At the summer meeting of the Board of Directors, the Chairperson will appoint a person to serve as Board Parliamentarian.

DUTIES OF THE PARLIAMENTARIAN

The primary role of the Parliamentarian is to advise the chairperson regarding points of order and parliamentary procedures governing Board and Committee operations in accordance with Robert's Rules of Order and the CSTA Policy and Procedures Manual. In addition, the Parliamentarian shall serve as a member of the Governance committee.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.05 VACANCIES ON THE BOARD

When a vacancy on the Board of Directors occurs between normal election cycles, the vacancy (with the exception of the Chairperson) shall be filled by a Board of Directors vote. The Nominations and Elections committee will nominate at most two persons with proper credentials for the vacant position to the Board of Directors for review. These candidates will be responsible for presenting their qualifications to the Board of Directors in a fashion similar to the normal election process. These qualifications will be submitted to the Board of Directors through the Executive Director at least seven (7) calendar days prior to the Board of Directors vote. The Executive Director will then deliver the qualifications to the Board of Directors at least four (4) days prior to the vote. Should a vacancy occur between regular Board of Director meetings, the selection process will be supervised by the Chairperson-Elect or Past-Chairperson who will arrange for the Board of Directors vote to occur electronically. Such an appointment will include all of the privileges and responsibilities of an elected Board Member and shall be for the duration of the unexpired term and in conformity with Article V, Section 3 of the Bylaws.

In the case of a vacancy in the office of the Chairperson, the position will be automatically assumed by the Chairperson-Elect. Such service shall not count toward the maximum of two years allowed a Chairperson.

In the case of a vacancy in the office of Past-Chairperson, the position of Past-Chairperson will remain vacant and a new Chairperson-Elect will be elected from the members of the current Board of Directors. The Chairperson will facilitate the election by asking for nominations from the current Board of Directors. The nominees for the Chairperson-Elect position must meet the qualifications for Chairperson-Elect and Chairperson.

If nominations are being made during a face-to-face meeting, the Chairperson will solicit nominations from the Board Members present. The Chairperson will announce the nominees and conduct a secret ballot to determine the new Chairperson-Elect. In the event of a tie, the Chairperson will cast the deciding vote.

If the nominations are being made through electronic communications, the Chairperson will ensure a seven (7) business day waiting period to ensure that all Board Members have had a chance to be heard. The election process will occur by electronic communication immediately after the close of nominations. The Chairperson will send out an electronic communication listing all nominees requesting each Board Member's vote within the next five (5) business days. The winner of the election will be the member receiving the greatest votes. In the event of a tie, the Chairperson will cast the deciding vote. The Chairperson will send an

electronic communication on the fourth (4th) business day advising Board Members of the election results.

One-half (1/2) of the members of the Board of Directors in office and eligible to vote shall constitute a quorum. If a quorum is present, a majority vote of those present and eligible to vote shall prevail as specified in Article IV, Section 6 of the Bylaws. The nominations committee may choose to provide electronic voting to the Board of Directors for situations where a physical meeting of the Board of Directors is not possible.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.06 BOARD OPERATIONS

REPORTS TO THE BOARD

All official reports to the Board of Directors shall be considered accepted without need for a formal vote, unless questioned by a member of the Board. In such cases, a motion for acceptance shall be entertained, voted upon, and duly recorded.

ABSENTEEISM OF BOARD MEMBERS

Any member of the Board of Directors who misses two (2) consecutive scheduled meetings shall be considered to have resigned and the Chairperson shall officially request the Board Member to immediately submit his/her resignation in writing. Exceptions to this policy may be approved by the Chairperson under unusual circumstances.

If said written resignation is not received by the subsequent Board Meeting, the Board of Directors shall assume that the Board Member has, in fact, resigned.

QUORUM

One-half (1/2) of the members of the Board of Directors in office and eligible to vote shall constitute a quorum. If a quorum is present, a majority vote of those present and eligible to vote shall prevail as specified in Article IV, Section 6 of the Bylaws.

MEETINGS

The Board of Directors shall meet in person at least twice per year and may additionally meet by telephone at the discretion of the Chairperson. At the first meeting of the Board of Directors after the Chairperson takes office, the Chairperson shall fix the number of regular meetings of the Board of Directors for the year as well as tentative dates and locations of these meetings. Members seeking to place items on the agenda should submit such items to the Chairperson at least forty-five (45) calendar days prior to the Board of Directors meeting.

A Special Meeting of the Board of Directors may be called by the Chairperson or at the request of twenty percent (20%) of the voting members of the Board of Directors provided written notification of the meeting has been posted with documentation to each Board Member at least thirty (30) calendar days prior to the meeting along with the agenda for said special meeting. No additional items may be considered at a Special Meeting besides those listed on the agenda.

Meeting dates and locations will be communicated to Board Members through the Executive Director.

All meetings shall be open to the Individual and Institutional members of the Organization.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07 CONFIDENTIALITY

All members of the CSTA Board of Directors and its committees shall agree to adhere to the following Confidentiality policies.

1. Individual will not disclose or cause to be disclosed to anyone outside of the Organization, its committees, or staff any confidential information related to the operations, initiatives, or projects of the CSTA or any information relating to disciplinary actions taken against CSTA staff, officers, volunteers, or members. This obligation shall apply at all times and in any circumstance, unless otherwise directed by the CSTA or required by law, and shall survive after the individual's term expires.
2. Individual will keep all such confidential information in his/her possession in a safe and secure place, and will take all reasonable steps to protect against inadvertent disclosure or theft of the information.
3. Upon expiration of term with the CSTA Board of Directors or one of its committees, individual will promptly return to the staff any confidential information received or acquired from the Organization.
4. Individual assigns to the CSTA all copyright, title, and interest in any information or material developed, conceived, modified, or created by individual relating to his/her service to the CSTA Board of Directors, its committees, or any of its volunteer initiatives.
5. Individual understands that as a member of the CSTA Board of Directors he/she must observe certain fiduciary duties of loyalty, care, and obedience to the CSTA Board of Directors.
6. Individual Directors will not disclose or cause to be disclosed to anyone outside of the Organization, its committees, or staff any confidential information related to the operations, initiatives, or projects of the CSTA or any information relating to disciplinary actions taken against CSTA staff, officers, volunteers, or members. This obligation shall apply at all times and in any circumstance, unless otherwise directed by the CSTA or required by law, and shall survive after the individual's term expires.
7. Individual will keep all such confidential information in his/her possession in a safe and secure place, and will take all reasonable steps to protect against inadvertent disclosure or theft of the information.

8. Upon expiration of term with the CSTA Board of Directors or one of its committees, individual will promptly return to the staff any confidential information received or acquired from the Organization.
9. Individual assigns to the CSTA all copyright, title, and interest in any information or material developed, conceived, modified, or created by individual relating to his/her service to the CSTA Board of Directors, its committees, or any of its volunteer initiatives.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07.1 CONFLICT OF INTEREST

The purpose of this policy (the “Policy”) is to protect the interests of CSTA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Key Employee of the CSTA. The CSTA will not enter into any such transaction or arrangement unless it is determined by the Board in the manner described below to be fair, reasonable and in the best interests of the CSTA at the time of such determination.

This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-for-profit and charitable organizations.

RELATED PARTY TRANSACTIONS AND DUTY TO DISCLOSE

A Related Party Transaction is not necessarily a prohibited transaction. Under this Policy, if the CSTA contemplates entering into a Related Party Transaction, the Directors of the Board must determine if the transaction is fair, reasonable, and in the best interests of the CSTA at the time of such determination.

If at any time during his or her term of service a Related Party acquires any Financial or Personal Interest or when any matter for decision or approval comes before the Board in which a Related Party has a Financial or Personal Interest, that Financial or Personal Interest or potential Related Party Transaction must be promptly disclosed to the Board, the Chairperson, and/or the Executive Director together with all material facts. The Board will then follow the procedures in this Policy.

Failure to disclose to the Board a known Financial or Personal Interest or a known potential Related Party Transaction may be grounds for removal from the Board or termination from CSTA and may open the individual to civil or criminal penalties as defined by state and/or federal statutes.

DISCLOSURE AND VOTING

Disclosure. Any Related Party shall disclose in good faith all material facts of his or her Financial or Personal Interest to the Board, the Chairperson, or the Executive Director.

Non-Participation and Review. All transactions, agreements or any other arrangements between the CSTA and a Related Party, and any other transactions which may involve a potential conflict of interest, shall be reviewed by the Directors

of the Board. All Related Parties with a Financial or Personal Interest shall leave the room in which such deliberations are conducted. The Independent Directors of the Board will then determine whether the contemplated Related Party Transaction is fair, reasonable, and in the best interests of the CSTA at the time of such determination. The CSTA will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of the CSTA at the time of such determination.

Consideration of Alternate Transactions and Comparability Data. If the contemplated Related Party Transaction pertains to compensation for services or the transfer of property or other economic benefit to a Related Party, The Independent Directors of the Board must determine that the value of the economic benefit provided by the CSTA to the Related Party does not exceed the value of the consideration received in exchange by obtaining and reviewing appropriate comparable data prior to entering the transaction.

In those instances, where the contemplated Related Party Transaction does not involve compensation, transfer of property or benefits to a Related Party, the Independent Directors of the Board must consider alternative transactions to the extent possible, prior to entering into such transaction.

Comparability Data. When considering the comparability of compensation, for example, the types of relevant Comparability Data which the Independent Directors of the Board may consider include, but are not limited to (1) compensation levels paid by similarly situated organizations, both exempt and nonexempt; (2) the availability of similar services within the same geographic area; (3) current compensation surveys compiled by independent firms; and (4) written offers from similar institutions competing for the same person's services. When the transaction involves the transfer of real property as consideration, the relevant factors include, but are not limited to (i) current independent appraisals of the property, and (ii) offers received in a competitive bidding process.

Voting. The Board or shall, after considering alternate transactions and/or comparability data, determine in good faith by vote of the Independent Directors of the Board whether the transaction or arrangement is fair, reasonable, and in the best interest of the CSTA at the time of such decision. The transaction shall be approved by not less than a majority vote of the Independent Directors or Committee members present at the meeting. In conformity with the above criteria, the Board shall make its decision as to whether to enter into the transaction or arrangement and shall document the meeting.

All Related Parties with a Financial or Personal Interest must not be present for deliberations and voting on the transaction or arrangement in which he or she has a Financial or Personal Interest. However, Related Parties are not prohibited from providing information regarding the transaction to the Board prior to the Board's deliberations. Only Independent Directors of the Board shall vote on Related Party

Transactions. No Director or Officer shall vote, act, or attempt to influence improperly the deliberations on any matter in which he or she has been determined by the Board to have a Financial or Personal Interest. Any attempt to vote, act, or improperly influence deliberations by a Related Party on any matter with which such person has a Financial or Personal Interest may be grounds for removal from the Board or termination from the CSTA.

Compensation. A voting member of the Board of Directors or an Officer who receives compensation directly or indirectly from the CSTA for services or a Director serving as a voting member of any Committee whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that Director's or Officer's compensation.

No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the CSTA, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

COMMITTEE REVIEW

The Board may delegate to the Executive Committee, which shall be composed solely of Independent Directors, the adoption, implementation of and compliance with this policy. The Board may delegate to the Executive or other Committee review and approval of any Related Party Transaction involving a Related Party and the CSTA, as contained in this Policy; provided that if the Related Party Transaction is of a magnitude that would otherwise require full Board approval, the Committee shall submit the Related Party Transaction to the Board for consideration, providing its recommendation as to whether or not to approve it.

In the event the Board delegates the review and approval of Related Party transactions to a committee, all references to Board in this Policy shall be deemed to refer to such Committee and all references to a majority of the Board shall be deemed to refer to a majority of such Committee.

RECORDS OF PROCEEDINGS

The minutes of all meetings of the Board and all Committee meetings at which a Related Party Transaction is considered shall contain:

- The names of the persons who disclosed or otherwise were determined to have a potential or actual Financial or Personal Interest and/or conflict of interest, the nature of the potential or actual Financial or Personal Interest and/or conflict of interest, any action taken to determine whether a Financial or Personal Interest or conflict of interest exists, and the Board's decision as to whether a Financial Personal Interest and/or conflict of interest exists.
- The names of the persons who were present for discussions and votes relating to any determinations, including whether the Related Party and

any members not considered to be Independent Directors, left the room during any such discussions, the content of such discussions, including discussion of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board.

- The minutes shall be documented contemporaneously to the decision and discussion regarding the Financial Interest or conflict of interest.

INITIAL AND ANNUAL WRITTEN DISCLOSURES

Prior to a Director's initial election to the Board, or an Officer or Key Employee's employment at the CSTA, and thereafter on an annual basis, all Directors, Officers, and Key Employees shall disclose in writing to the Chairperson of the CSTA:

(i) Any entity of which such person or a Relative of such person is an officer, director, trustee, member, owner, or employee and with which the CSTA has a relationship,

(ii) Any Financial Interest such person may have in any CSTA, organization, partnership or other entity which provides professional or other goods or services to CSTA for a fee or other compensation, and

(iii) Any position or other material relationship such Director, Officer, Key Employee, or Relative of such person, may have with any not-for-profit corporation with which the CSTA has a business relationship.

A copy of each disclosure statement shall be kept in CSTA's files and made available to any Director, Officer, or Key Employee upon request.

ANNUAL STATEMENTS

Each Director, Officer, and Key Employee shall annually sign and submit to the Chairperson of the CSTA a statement which affirms such person: (a) has received a copy of this Policy, (b) has read and understands the Policy, and (c) has agreed to comply with the Policy.

Individual understands that as a member of the CSTA Board of Directors he/she must observe certain fiduciary duties of loyalty, care, and obedience to the CSTA Board of Directors. The following "Instructions for Directors" will be given to Directors prior to their installation as well as to the CSTA Nominating Committee. All members of the CSTA Board of Directors, its committees, and the CSTA staff shall agree to adhere to the following Conflict of Interest and Confidentiality policies.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07.2 WHISTLEBLOWER POLICY

CSTA is open and accountable to its members and its employees. The CSTA Board of Directors encourages all employees of CSTA, and all of its affiliated organizations to act ethically and to report honestly to their supervisors and, when appropriate, to legal counsel and the Boards of Directors on any conduct or activity, which they perceive to be contrary to the policies or ethics of CSTA. CSTA is committed to compliance with all laws and regulations to which it is subject, and to acting in all ways appropriate for organizations operating with the highest ethical standards.

This policy is intended to cover serious concerns that could have an impact on CSTA, such as actions that could lead to incorrect financial reporting, are unlawful, are inconsistent with announced policies or procedures, or otherwise amount to serious improper conduct. Such conduct could include questionable accounting reports or internal controls, unethical business conduct, concerns about employee health risks, sexual harassment or discrimination on the basis of race, gender, sexual preference, religion, or handicap. Every effort will be made to protect the confidentiality of any complainant, and harassment or retaliation of any sort against any complainant will not be tolerated. While anonymous complaints will be accepted, employees are encouraged to identify themselves in order to increase the credibility of the complaint and to facilitate follow-up investigation. Malicious or knowingly false allegations, however, may result in disciplinary action.

If feasible, employees are encouraged to present their complaint initially to their supervisor, or to the ACM Human Resources Department. However, if the employee is uncomfortable with presenting the complaint internally the employee should contact the CSTA general counsel. While the employee is not expected to prove the truth of the allegation, the employee should be prepared to be interviewed (unless the complaint is anonymous) and to submit whatever evidence is available in support of the allegation.

The action taken will of course, be dependent on the nature of the concern. However, the ACM Human Resources Department and/or legal counsel, while maintaining the confidentiality of the complainant, will conduct a prompt investigation. To the extent possible, the complainant will be notified in no more than two weeks if a broader investigation appears to be appropriate, and the form it will take. Some concerns may be resolved without the need for further investigation. If a fuller investigation is deemed appropriate, it will be conducted promptly, at no cost to the employee. A written report, including recommendations, will be submitted to the complainant, and, as appropriate to the senior management and/or the CSTA Board of Directors. Where warranted and appropriate, corrective action

will be taken. This may include, depending on the severity of the activity, a warning letter or reprimand, suspension with or without pay, or termination of employment.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07.3 ANTITRUST COMPLIANCE GUIDELINES

The governing of CSTA depends on volunteer participation by a diverse range of individuals on behalf of numerous stakeholders including potential participants representing business and industry. As a result, antitrust concerns can arise in connection with Organization activity.

It is the policy of the CSTA to strictly comply with state and federal antitrust laws, and the CSTA expects all participants in CSTA activities to conduct themselves in strict accordance with these laws. CSTA minimizes the risk of antitrust problems by providing forums for activities that are based on the principles of openness, honesty, fairness, and balance and that is conducted in accordance with published rules and regulations.

Standards and certification are particularly prone to antitrust litigation for nonprofits and associations. Each participant in the standards development process has the obligation to adhere to all rules, regulations, and policies of the CSTA including, without limitation, the ***Regulations Governing the Development of CSTA Standards***. In addition, participants can draw valuable guidance on how to conduct themselves by consulting CSTA's ***Guide for Conduct of Participants in the CSTA Standards Development Process***. The CSTA Board of Directors is responsible for developing and maintaining these publications.

While compliance with CSTA's standards developments rules and regulations is essential, it alone is not sufficient to avoid conduct that may violate the antitrust laws when creating standards or certification programs or engaged in other activities. Participants must also avoid any conduct, conversations, or agreements that would constitute an unreasonable restraint of trade or be otherwise illegal under the antitrust laws. Although it's not possible to identify every situation that could be found to be anticompetitive or a violation of antitrust laws, the following topics should **NOT** be addressed or discussed, even informally, by or among competitors or other individuals in the course of their CSTA involvement:

- Profits, profit margins or cost data;
- Prices, rates, and fees;
- Selection, termination, division or allocation of customers, sales territories, or markets; or
- Refusal to deal with a specific business entity.

Participants in CSTA activities may receive antitrust training or advice from their employers or other organizations or entities they represent. This CSTA antitrust policy, as well as other information or presentations that CSTA may provide

concerning the antitrust laws and standards development, are not intended to take the place of such training or advice; nor are they intended to constitute legal advice to participants. In addition to consulting with their legal counsel, however, participants can assist CSTA and their fellow participants by refusing to engage in inappropriate discussions and by speaking up if they have questions or concerns about any matter or discussion that occurs in the course of CSTA standards development activities. Participants should bring matters of concern to the attention of CSTA staff.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07.4 BOYCOTTS

CSTA Board of Directors will not participate in any agreement with any other association or association member to boycott any individual or organization who attempts to compete with CSTA or a CSTA business partner.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.08 BOARD TRAVEL

BOARD MEMBER TRAVEL REIMBURSEMENT

Board of Director travel reimbursement for actual allowable expenses shall be paid to each Board Member, invited ex-officio members, and Task Force Chairs for attending a Board Meeting or each Executive Committee member attending any Executive Committee meeting.

Current CSTA Board Members will be supported to attend the CSTA Board Meeting. The exact number of nights and dates supported will be determined by the Executive Director in consultation with the Executive Committee prior to making travel arrangements. Board Directors who are also providing volunteer services at a CSTA event held in conjunction with a Board Meeting may be reimbursed additional nights at the discretion of the Executive Director in consultation with the Executive Committee.

Reimbursement for Board Members will cover:

Transportation costs, hotel, meals (as established by the IRS and published in Publication 1542), tips, and only alcohol consumed with meals.

Board Members are responsible for filling out an expense form correctly and completely and submitting it, along with all receipts, within sixty (60) days from return of trip. After sixty (60) calendar days, expenses are not reimbursable.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.09 EX OFFICIO BOARD OF DIRECTOR MEMBERS

The Board of Directors may establish two ex officio, nonvoting positions on the Board. The people in these positions shall be from pre-university teaching positions and will be invited to all Board of Directors meetings and reimbursed for their travel.

Ex-officio members will serve a term of one year at which time the Board of Directors may renew an individual ex officio member's term for up to a total of three years. Ex officio members shall be selected at the Board of Directors meeting following the full membership election of Board of Directors positions. Ex officio members shall begin their term at the next full meeting of the Board of Directors.

The main purpose for the appointment of ex-officio Board Members is to address equity representation upon the Board of Directors or other issues as determined by the Board of Directors.

Duties of ex officio Board Members will be similar to those of elected Board Members. Ex officio members will be expected to serve on standing committees and may chair a standing committee with experience. Comments from ex-officio Board Members will be welcomed during the discussion of Board issues. Ex officio Board Members, however, shall not vote on motions brought before the Board of Directors.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.10 OFFICERS OF THE BOARD OF DIRECTORS

As also described in Policy 3.01, CSTA shall be governed by a Board of Directors consisting of representatives including:

- K-8 Teacher Representative (2),
- 9-12 Teacher Representative (2),
- International Teacher Representative (1),
- College/University Faculty Representative (1),
- Teacher Education Representative (1),
- School District Representative (1),
- State Department Representative (1), and
- At-Large Representative (2).

In addition, ACM is entitled to appoint one representative to the Board of Directors, and the Board may appoint additional representatives in order to expand the perspectives of the Board. The number of appointments is limited such that at least 2/3 of the Board representatives must be elected by the membership. Board-appointed representative are proposed by the Nominations & Elections Committee and approved by majority vote of the Board.

One of the elected representatives will be selected as Chairperson and another as either Chairperson-elect or Past Chairperson. Duties of the Chairperson include chairing the Board of Directors, supervising and coordinating CSTA's volunteer activities, and serving as liaison to the Executive Director and staff. All formal communication in the name of CSTA shall be copied to the Chairperson.

Duties of the Chairperson include chairing the Board of Directors, supervising and coordinating CSTA's volunteer activities, and serving as liaison to the Executive Director and staff. All formal communication in the name of CSTA shall be copied to the Chairperson.

Duties of the Chairperson-Elect and Past-Chairperson include substituting for the Chairperson and supervising elections if appointed by the Chairperson. All formal communication in the name of CSTA must be copied to the Chairperson-Elect or Past-Chairperson.

The Board of Directors will elect Chairperson-Elect from among the member-elected directors. The Chairperson-Elect becomes the Chairperson at the conclusion of the current Chairperson's tenure or in the event of the Chairperson's resignation.

The Chairperson, Chairperson-Elect, and Past-Chairperson will continue to represent their original representative constituency until they are no longer serving as an officer of the Board.

A standing committee is a permanent committee of CSTA. The Chairperson of a standing committee is responsible for coordinating the designated activities of the committee, choosing the volunteer members who will serve on the committee, serving as a liaison between the committee and the Board, and reporting to the Board of Directors on the committee's progress at each meeting of the Board.

At the discretion of the Chairperson, a Board Member or staff member may assume the role of Recorder. Duties of the Recorder include providing draft notes on the attendees and absences, the committee reports, and any motions or votes discussed or taken by the Board of Directors. The Recorder will submit the draft notes to the Executive Director within fourteen (14) calendar days of the completion of the Board of Directors meeting. The Executive Director will then distribute an edited set of the notes to the Chairperson and all Directors.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.11 CHAIRPERSON

RESPONSIBILITIES OF THE CHAIRPERSON

1. Prepare agenda for each meeting of the Executive Committee, the Board of Directors, and the Organization. Agendas for Board of Directors meetings will be made available to all members at least thirty (30) calendar days before the scheduled meeting.
2. Attend all meetings of the Executive Committee, Board of Directors, and the Organization.
3. Preside at all meetings of the Executive Committee, the Board of Directors, and the Organization.
4. Issue special invitations to non-Board Members who should attend the Board of Directors meetings.
5. Represent the Organization in matters of importance to the Organization.
6. Recommend appointments of chairs to Standing and Special Committees of the Organization.
7. Recommend appointments to fill vacancies on the Board.
8. Chair the committee called to search for a replacement of an Executive Director should this position become vacant.
9. Discharge the responsibilities of an Executive Director in the event that that position is vacant while the search for a replacement is being conducted.
10. Present a current financial report at each meeting of the Board of Directors and Executive Committee.
11. See that all of the day-to-day financial activities of the Organization are being conducted in a prudent manner and that an annual audit is conducted.
12. Coordinate projects, committee functions, and other relevant activities.
13. In conjunction with the Executive Committee members and the Executive Director, propose an operating budget for the subsequent year, for approval by the Board of Directors.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.12 CHAIRPERSON-ELECT AND PAST CHAIRPERSON

RESPONSIBILITIES OF THE CHAIRPERSON-ELECT AND PAST-CHAIRPERSON

1. Attend all meetings of the Executive Committee, Board of Directors, and the Organization.
2. Serve for the Chairperson when the Chairperson is unable. The Chairperson-Elect shall automatically assume the office of Chairperson upon resignation of the Chairperson and shall complete the term of office of the resigned Chairperson.
3. Be responsible for aiding in the development of the Organization's programs.
4. In conjunction with the Chairperson and other Executive Committee members, propose an operating budget for the subsequent year for approval by the Board of Directors.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.13 EXECUTIVE COMMITTEE SELECTION PROCESS

The Executive Committee shall consist of the Chairperson, Chairperson-Elect or Past-Chairperson, and three (3) additional Board Members elected by the Board of Directors. One of the Board-elected Members to the Executive Committee will serve as the Secretary and will report upon Executive Committee business to the Board of Directors. The Executive Director shall serve as a nonvoting member of the Executive Committee.

Each year, at the summer Board Meeting, the Board of Directors will elect from among its members three representatives to serve on the Executive Committee for one year. Should a member of the executive committee resign from the Board of Directors or Executive committee, the Board will elect another Board Member to complete his/her term. Board of Director representatives to the Executive Committee must have previously served a minimum of one (1) year on the Board of Directors.

The Board of Directors will oversee the election of the Board representatives to the Executive Committee. Both peer and self-nominations will be accepted. Once nominations have closed, the Chairperson will oversee a concealed paper ballot election. The three members with the most votes will be elected to the Executive Committee. Board representatives to the Executive Committee may be re-elected to serve consecutive or non-consecutive terms.

The Executive Committee is responsible for electing one of the Board representatives to serve as the Executive Committee Secretary. The Secretary will be responsible for recording the Executive Committee actions. Personal matters concerning the Executive Director or other Board of Director members should be done in executive session and not recorded within the Secretary's report.

The secretary will be responsible for creating a report of the meeting and providing a copy of the report to the rest of the Executive Committee within five (5) days of the meeting. The Executive Committee members will then have three (3) days to notify the secretary of required corrections to the Secretary's report. A final copy of the Secretary's report will be forwarded to the entire Board of Directors one (1) week following any Executive Committee meeting.

COUNCILS AND COMMITTEES (SERIES 4.00)

<u>POLICIES</u>	<u>TITLES</u>
4.01	Advisory Council
4.02	Executive Committee
4.03	Committee Reports
4.04	General Information about Committees
4.05	Standing and Special Committees

POLICY 4.0 COUNCILS AND COMMITTEES

POLICY NO. 4.01 ADVISORY COUNCIL

MEMBERSHIP

The Advisory Council shall consist of up to and not more than fourteen (14) members. The Advisory Council members shall be appointed by the CSTA Executive Director in consultation with the Organization's Chairperson. Board approval is not required for appointment to the Advisory Council.

The Advisory Committee shall consist of senior representatives of academe and businesses and industries that support the mission of the Organization.

The CSTA Board Chairperson may (but is not required to) attend all meetings of the Advisory Council.

MEETINGS

The Advisory Council shall meet in person at least twice per calendar year. The Executive Director, in consultation with the Advisory Council Chairperson and the Organization's Chair, shall set the agenda for each meeting. Members of the Advisory Council seeking to place items on the agenda should submit such items to the Executive Director in a timely fashion prior to the meeting. The Executive Director will provide an agenda for each meeting at least 10 (10) business days prior to the meeting.

CHAIRPERSON

The Advisory Council will select from among its own members, an Advisory Council Chairperson. The Chairperson may choose to chair the meetings or may designate the Executive Director to carry out this task. The Chairperson will approve the agenda for each meeting at least (3) three weeks prior to the meeting. The Chairperson will also speak for the Advisory Council for the purposes of media interviews, membership drives, or fundraising initiatives.

ABSENTEEISM OF COUNCIL MEMBERS

Any member of the Advisory Council who misses two (2) consecutive scheduled meetings shall be considered to have resigned; exceptions to this policy may be approved by the Executive Director under unusual circumstances.

If said written resignation is not received within a reasonable length of time following the second missed meeting, the Executive Director shall officially request the Council member to immediately submit his/her resignation in writing.

If said written resignation is not received by the subsequent Advisory Council meeting, it shall be assumed that the Council member has, in fact, resigned.

TERM

There are no limits on terms served.

PURPOSE

The sole purpose of the Advisory Council is to advise the Executive Director and the Chairperson.

FUNCTIONS

1. The Advisory Council will receive briefings on CSTA operations and projects and will provide suggestions and directions for action to the Executive Director and the Chairperson.
2. The Advisory Council will receive briefings on CSTA revenues and fundraising efforts and will assist in identifying possible sources of funding, including corporate sponsorship and grants. Members of the Advisory Council may also assist staff members or volunteers of the Organization in fundraising and grant activities.

POLICY 4.0 COUNCILS AND COMMITTEES

POLICY NO. 4.02 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chairperson, Chairperson-Elect or Past-Chairperson, and three (3) additional Board Members elected by the Board of Directors. One of the Board-elected Members will serve as the secretary with the responsibility to report on business conducted by the Executive Committee. The Executive Director shall serve as an ex officio, nonvoting member of the Executive Committee.

The Executive Committee will have the authority to act for the full Board between regularly scheduled meetings of the Board provided:

1. That a proposed agenda of the Executive Committee session be sent to the members of the Executive Committee prior to the Executive Committee meeting.
2. That no changes to the Rules of Order of the Organization (Bylaws and Policies and Procedures) may be acted upon during Executive Committee session.
3. That a quorum of the Executive Committee is defined as three-fifths (3/5) of the voting members of the Executive Committee.
4. That passage of any motion in an Executive Committee session requires an affirmative vote of three-fifths (3/5) of the voting members of the Executive Committee.
5. That a report of the outcomes and decisions made in an Executive Committee session be approved by the Executive Committee and distributed to the Board of Directors during the next meeting of the Board of Directors. It will be the responsibility of the Board-elected Secretary to ensure that the report is made.

POLICY 4.0 COUNCILS AND COMMITTEES

POLICY NO. 4.03 COMMITTEE REPORTS

Written reports on committee activities shall be submitted to Executive Director in sufficient time so that they shall arrive at least thirty (30) calendar days prior to the subsequent Board Meeting. It is the responsibility of the Directors and Committee Chairs to ensure that their reports are submitted in a timely manner.

POLICY 4.0 COUNCILS AND COMMITTEES

POLICY NO. 4.04 GENERAL INFORMATION ABOUT COMMITTEES

Unless specified differently below, each committee shall have the following responsibilities:

MEMBERSHIP

The chair of each Standing Committee shall be appointed by the CSTA Board Chairperson and approved by the Board.

The CSTA Board Chairperson, in consultation with the committee chair, shall designate the Board Members who will serve on the committee. Committee members are appointed by the board for a two-year term, and can serve at most two consecutive terms before they must rotate off for at least one year. An exception may be made for a person moving up to the Chair position.

The CSTA Board Chairperson may serve at his/her pleasure as an ex-officio voting member of all CSTA committees and may be called upon to place a tie-breaking vote of the committee.

PURPOSE

Each Standing Committee shall be designed to address a specific, continuing interest or activity area related to the Organization's mission and goals.

FUNCTIONS

1. Within two (2) months after the Summer Board Meeting, each Standing Committee will provide the Board with:
 - a. Its agenda for the year, what major tasks it will address for the year, and what it expects to accomplish.
 - b. A proposal and discussion of any Organization staff resources that will be needed to accomplish the agenda of the Standing Committee.
2. Each Standing Committee will report to the Board of Directors at each Board of Directors meeting and shall present a written report to the Organization staff for distribution at least thirty (30) days prior to each Board of Directors Meeting.
3. Each Standing Committee shall carry out other functions and duties as assigned by the Board of Directors.

POLICY 4.0 COUNCILS AND COMMITTEES

POLICY NO. 4.05 STANDING AND SPECIAL COMMITTEES

APPOINTMENTS

The Chairperson shall with the approval of the Board of Directors provide for implementation of Organization programs through the appointment of Standing and Special Committees and the designation of the Chairpersons, as necessary to meet the needs of the Organization.

The Committee Chairperson shall report regularly, and upon special request, to the Executive Director, the Chairperson, and Board of Directors.

Each committee shall recommend to the Board of Directors action deemed necessary and appropriate for the successful operation of the Organization.

Terms of office, size, and operational requirements of Standing and Special Committees shall be established by the Board of Directors.

Standing Committees of the Organization:

Committee	General/Ongoing Charges
Advocacy <i>Subcommittee:</i> <i>Awards</i>	<ol style="list-style-type: none">1. Support a renewed CSALT cohort, including working with CSTA staff to provide resources and communication channels for CSALT members.2. Provide input or support for advocacy initiatives at federal, state, or district levels.3. Serve as an interface to other industry advocacy groups, tracking legislation, and keeping members informed of legislative activities of interest.4. Work with administrative and regulatory agencies, such as OSTP and DoE, on issues concerning CS education.5. Develop and maintain rubrics for CSTA awards, including Administrator Impact Award, Advocate of the Year, Infosys Teacher of the Year Award, and the Cutler-Bell Prize.6. Disseminate calls for nominations, manage the submission process, and select recipients of CSTA awards, either directly or via separate review committees.7. Identify and promote other CS-related awards and competitions.

<p>Annual Conference</p>	<ol style="list-style-type: none"> 1. Assist staff in selecting conference locations (2-3 years in advance). 2. Work with the Communications committee, as well as CSTA staff, to promote the conference via marketing, partnerships, and social media. 3. Disseminate the call for papers in the fall. 4. Work with the Professional Development and IDEA committees to refine the selection criteria for papers, workshops, and special sessions, with a goal of providing relevant content and diverse perspectives. 5. Manage the submission of proposals and select the program for the conference. 6. Work with CSTA staff in preparations for the conference, including accommodations to sponsors and exhibitors and in-conjunction events.
<p>Chapters</p>	<ol style="list-style-type: none"> 1. Work with CSTA staff to coordinate communications with chapters, including processing applications for new chapters and yearly chapter reports. 2. Maintain an updated database of chapter leaders and chapter information. 3. Identify and develop chapter resources to be embedded in the AMS. 4. Support leadership development in the chapters.
<p>IDEA (Inclusivity, Diversity, Equity & Accessibility) <i>Subcommittee: International</i></p>	<ol style="list-style-type: none"> 1. Oversee and recommend CSTA Equity-related initiatives. 2. Identify, share, and promote equity-related initiatives in CS education with the board and membership. 3. Work with CSTA staff to build partnerships with other groups in the CS ed community. (e.g., BGWC, NCWIT). 4. Regularly review Web site content to ensure that it reflects inclusivity and diverse communities. 5. Assist the Research and Development committee with proposals to ensure that equity and inclusivity are addressed. 6. Assist the Member Engagement and Nominations and Elections committees in identifying potential leaders from underrepresented communities.

<p>Member Engagement</p> <p><i>Subcommittees: Membership Communications</i></p>	<ol style="list-style-type: none"> 1. Regularly review and grow member benefits within the different membership classes, including international members. 2. Periodically conduct surveys of members, including international members, to assess their interests and needs. 3. Assist CSTA staff in the recruitment, assignment, and recognition of volunteers. 4. Support other committees by gathering information on volunteer support needs. 5. Communicate opportunities to volunteer among the membership. 6. Work with the Advocacy committee in recognizing outstanding volunteers, including Advocate of the Year and Volunteer of the Year awards. 7. Liaison with other international organizations, such as CAS in U.K and KOFAC in Korea. 8. Work with CSTA staff in crafting communications to members and partners. 9. Work with the Research and Development committee in the crafting of research and funding proposals. 10. Work with CSTA staff in overseeing the publication of the Voice. 11. Oversee the moderation of the member listserv. 12. Review existing and proposed new publications. 13. Support CSTA staff in the development of marketing efforts.
<p>Nominations & Elections</p>	<ol style="list-style-type: none"> 1. Work with the IDEA and Member Engagement committees to promote the board election and encourage new leadership from all perspectives. 2. Work with the IDEA committee to refine the candidate selection rubric. 3. Disseminate the call for nominations in the fall, using the CSTA Web site, email blasts, and social media. 4. Manage applications and select the top two candidates for each open position (early winter). 5. Manage the logistics of the election using an online system (early spring). 6. Identify and present qualified candidates to fill open board positions if they arise. 7. Work with the Executive Director to identify and present qualified candidates to fill appointed positions on the board, as directed by the board.

<p>Professional Development</p> <p><i>Subcommittee: Curriculum</i></p>	<ol style="list-style-type: none">1. Work with the Annual Conference committee to explore ways to expand the impact of the annual conference.2. Identify PD resources that can be utilized by members, both through the AMS and through chapter activities.3. Regularly review and update the CSTA Standards.4. Work with the Advocacy committee in providing information and support for states/districts that want to apply or build on the Standards.5. Conduct curricular crosswalks and mappings to the CSTA Standards.6. Periodically survey the membership as to professional development and curricular needs.7. Work with the Advocacy and Research and Development committees on initiatives related to curricula and certification.
<p>Research & Development</p>	<ol style="list-style-type: none">1. Craft and maintain a research plan/agenda with priorities for CSTA.2. Monitor CSTA research projects, reporting progress to the board.3. Evaluate requests for CSTA to sign off onto other researcher proposals.4. Identify highest priority needs from strategic plan—which could be fundable.5. Assist in the development of grants and/or project proposals.6. Increase breadth and depth of industry partners.

CSTA CHAPTERS SERIES (5.00)

<u>POLICIES</u>	<u>TITLES</u>
5.01	Chapters

POLICY 5.0 CHAPTERS

POLICY NO. 5.01 CHAPTERS

PURPOSE

A CSTA Chapter is a local branch of CSTA designed to facilitate discussion of local issues, provide member services at the local level, and to promote CSTA membership on the national level.

APPLICATION PROCEDURE

All Chapter applications must be submitted in writing to the CSTA Board of Directors in care of the Executive Director. A Chapter application form will be provided upon request.

Approval of the formation of a CSTA Chapter is subject to approval by the Executive Committee based on the recommendation of the CSTA Chapter Liaison and Executive Director.

FUNCTIONS

1. Promote CSTA in the local region.
2. Identify key contacts and events such as computing education conferences.
3. Develop strategies for reaching local teachers and disseminate information resources such as model curricula, research reports, careers information, and so on.
4. Provide local/regional professional development and outreach events to meet the learning needs of K–12 computing teachers.
5. Help build local and regional community by providing regular membership meetings where members can share experiences, strategies, and successes.
6. Provide standardized, ongoing communication to members.
7. Provide CSTA with regionally based information to better help CSTA serve its membership.

AFFILIATE ORGANIZATIONS SERIES (6.00)

<u>POLICIES</u>	<u>TITLES</u>
6.01	Affiliate Organizations

POLICY 6.0 AFFILIATE ORGANIZATIONS

POLICY NO. 6.01 AFFILIATE ORGANIZATIONS

PURPOSE

A CSTA Affiliate Organization is a registered non-profit organization that shares CSTA's mission and works in partnership with CSTA to support K–12 computing education at the local, regional, and national levels.

MEMBERSHIP

All Affiliate Organization applications must be submitted in writing to the CSTA Board of Directors in care of the Executive Director. An Affiliate Organization form will be provided upon request.

Approval of the formation of a CSTA Affiliate Organization is subject to approval by CSTA Board of Directors based on the recommendation of the CSTA Executive Director.

DISASSOCIATING WITH AN AFFILIATE MEMBER

Should a staff or Board member have a concern with one of CSTA's affiliate members, a written or emailed statement of concern will be forwarded to the CSTA Executive Director. The Executive Director will review the statement of concern and forward it (along with any supplemental information) to the Executive Committee. The Executive Committee will determine by a majority vote if the matter warrants action by the Board of Directors. If action is warranted, the Executive Committee will bring a motion for disassociation before the Board of Directors. The motion for disassociation must pass by a two-thirds (2/3) vote of the Board of Directors.

FUNCTIONS

1. Work in partnership with CSTA to support K–12 computing education at the local, regional, national, and international levels.
2. Provide information about CSTA programs, resources, and benefits to International Affiliate organization.

EXECUTIVE OFFICERS SERIES (7.00)

<u>POLICIES</u>	<u>TITLES</u>
7.01	Organization Offices
7.02	Executive Officers
7.03	Duties and Responsibilities of the Executive Director
7.04	Compensation

POLICY 7.0 EXECUTIVE OFFICERS

POLICY NO. 7.01 ORGANIZATION OFFICES

CSTA/ACM HEADQUARTERS

As a Limited Liability Company of the ACM (Association for Computing Machinery), CSTA's official corporate headquarters resides at ACM headquarters. ACM Headquarters staff file necessary reports or forms with state, federal, or private agencies; maintain the Organization's financial accounts; provide CSTA with financial management and reporting services; maintain the membership information; and provide professional services such as marketing, public relations, and information technology support. The ACM Headquarters staff is managed by ACM's Chief Operations Officer.

CSTA's day-to-day operations are managed by the Executive Director. These functions include:

- facilitating the activities of the CSTA Board of Directors and the CSTA Advisory Council;
- managing of CSTA staff;
- developing strategic plans;
- developing marketing, membership, and outreach activities;
- oversight of all CSTA publications;
- developing and disseminating CSTA position papers on policy and legislation; and
- interacting with any committees, task forces, special interest groups, or associations concerned with K–12 computing education.

POLICY 7.0 EXECUTIVE OFFICERS

POLICY NO. 7.02 EXECUTIVE OFFICERS

An Executive Director shall be hired by the Board of Directors to manage the day-to-day operations of the Organization.

The Executive Director shall be accountable to the Board of Directors. The Executive Director shall serve as the principal administrative officer and is responsible for carrying out the policy as set by the Board of Directors. All paid employees at their respective office shall directly or indirectly report to the Executive Director except where otherwise specified by the Board of Directors. They shall have duties and responsibilities related to supporting the officer and Board of Directors, office operations, membership including general members, organizational affiliates and chapters, publications, marketing and communications, development services, research and evaluation.

POLICY 7.0 EXECUTIVE OFFICERS

POLICY NO. 7.03

DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

1. Administer the business affairs of the Organization.
2. Hire and supervise staff subject to the guidelines of the budget and the policy of the Board of Directors.
3. Assist the Chairperson in presenting periodic financial statements.
4. Attend meetings of the Board, the Executive Committee, and the Advisory Council.
5. Report to the Board, the Executive Committee, and the Advisory Council on Organizational activities.
6. Oversee the distribution of meeting notices, agendas, and any other material, as requested by the Chairperson.
7. Provide oversight in making the necessary arrangements for Board and Council meetings (e.g., hotel reservations, meeting room(s), food and beverages).
8. Oversee the maintenance of information on each Board and Advisory Council Member that includes the Board Member's name, business address and telephone, home address and telephone, and email address.
9. Assist the organization's officers in the performance of their official duties, including making each official aware of any required actions when necessary.
10. Oversee the dissemination of Organization Board and Advisory Council meeting notes, when available, to each Board and/or Council Member.
11. Keep the Board of Directors and Advisory Council members informed of activities related to monitoring government policy, legislation, and funding related to K–12 computing education.
12. Interact with any committees, task forces, special interest groups, or associations concerned about K–12 computing education.

MEMBERSHIP

1. Maintain current and accurate membership records.
2. Distribute notices of membership dues and renewals.
3. Maintain an adequate supply of membership material.

PUBLICATIONS

1. Manage the publications of the Organization to ensure maintenance of the Organization's standards of quality and policies.
2. Distribute any pertinent information to the editors of the Organization's publications.
3. Maintain an adequate supply of the Organization's publications for promotional purposes.
4. Oversee the publication and mailing of all of the Organization's publications. Oversee all online publication and resources.

CONFERENCES AND WORKSHOPS

1. Participate in the planning of any and all Symposia.
2. Oversee the Organization staff in the performance of their duties relating to the planning, promotion, and delivery of CSTA's supported or endorsed professional development workshops.

AFFILIATES

1. Receive applications for potential Affiliate Organizations and forward them to the Board for its consideration.
2. Determine which Affiliates have not completed annual requirements for affiliation, and forward the information to the Affiliate representative.
3. Maintain a file of current Affiliate officers, members, and Bylaws to the extent that they have been submitted by the Affiliate representative.
4. Furnish promotional material for Affiliate functions upon request.
5. Facilitate interactions between Affiliates and other CSTA member groups.

ELECTIONS

1. Support the Nominations committee chair in conducting elections and ensure consistency with the CSTA Bylaws (Article 5).

GENERAL

1. Represent the Organization in the absence of its elected officials whenever necessary.
2. Coordinate the activities among and between various Organization committees.
3. Maintain current official Organization records.
4. Maintain the security of all critical Organization records, including personal information of the members.
5. Maintain a current roster of committee chairs, representatives, and any other Organization officials required.
6. Maintain a current list of publications.
7. Develop plans and programs and assist in the implementation of approved projects.
8. Answer, or forward to the appropriate official, all correspondence and communications directed to the Organization.

POLICY 7.0 EXECUTIVE OFFICERS

POLICY NO. 7.04 COMPENSATION

The Board of Directors has the responsibility for providing the Executive Director with an annual performance review. The Executive Committee shall negotiate periodic proposed compensation contracts for the Executive Director, and such proposed contracts thereafter shall be presented to the Board of Directors for approval.

The Executive Director may not be present at or participate in any Board or committee deliberation or vote concerning his or her compensation. The Board or a committee thereof may ask an individual who would benefit from compensation to provide information or respond to questions at a meeting prior to the start of the deliberations and voting.

FISCAL MANAGEMENT SERIES (8.00)

<u>POLICIES</u>	<u>TITLES</u>
8.01	Income's Effect on Tax Status
8.02	Reimbursement of Expenses
8.03	Financial Reports
8.03.1	Financial Statement Certification
8.04	Reserve Fund
8.05	Account Titles and Numbering Systems

POLICY 8.0 FISCAL MANAGEMENT

POLICY NO. 8.01 INCOME'S EFFECT ON TAX STATUS

Before the Organization enters into any activity that generates income, the activity's effect on the Organization's tax status shall be investigated by the CSTA Executive Director and the Executive Committee, with appropriate consultation with ACM Financial Services.

POLICY 8.0 FISCAL MANAGEMENT

POLICY NO. 8.02 REIMBURSEMENT OF EXPENSES

Board of Director travel reimbursement for actual allowable expenses up to the maximum dollar established shall be paid to each voting Board Member, task force chair, and staff member for attending a Board Meeting or each voting Executive Committee member attending any Executive Committee meeting.

Current CSTA Board Members will be supported to attend the CSTA Board Meeting. The exact number of nights and dates supported will be determined by the Executive Director in consultation with the Executive Committee prior to making travel arrangements. Board Directors who are also providing volunteer services at a CSTA event held in conjunction with a Board Meeting may be reimbursed additional nights at the discretion of the Executive Director in consultation with the Executive Committee.

Reimbursement for Board Members will cover:

Transportation costs, hotel, meals (as established by the IRS and published in Publication 1542), tips, and only alcohol consumed with meals.

Board Members are responsible for filling out an expense form and submitting it, along with all receipts, within sixty (60) calendar days from return of trip. After sixty (60) days, expenses are not reimbursable.

Board Member and Committee expenses will be submitted for review and approval to the Executive Director. Executive Director expenses will be submitted for review and approval to ACM Financial Services.

POLICY 8.0 FISCAL MANAGEMENT

POLICY NO. 8.03 FINANCIAL REPORTS

The CSTA Chairperson will be responsible for submitting a yearly financial report to the Board of Directors.

The Executive Committee will prepare a proposed annual budget within the timeframe set by ACM. Annual budget templates will be given to the Executive Committee by ACM at the beginning of the budget process. The Executive Committee will prepare and submit a proposed annual budget to the CSTA Board of Directors for approval.

Once the Board of Directors has approved the proposed budget, CSTA's Executive Director will submit the final budget (with any amendments stipulated by the Board of Directors) to ACM.

POLICY 8.0 FISCAL MANAGEMENT

POLICY NO. 8.03.1 FINANCIAL STATEMENT CERTIFICATION

The financial provisions of the American Competitiveness and Corporate Accountability Act of 2002 (known generally as “Sarbanes-Oxley”) are not applicable to associations. Nevertheless, the CSTA Board believes that the “best practices” reflected in that legislation should be adopted by CSTA to the extent applicable and feasible. Sarbanes-Oxley provides that with respect to companies to which it applies, the chief executive officer and the chief financial officer must certify the appropriateness of financial statements, and that they fairly present the financial condition and operations of the organization. In addition, to avoid conflicts of interest, the CEO and CFO cannot have worked for the independent firm auditing the company for one year preceding the audit. Finally, the Form 990 tax return filed by the non-profit trade association should be accurate.

As a disregarded entity of ACM, CSTA does not have a long history of independent financial statements. Existing financial information is audited as part of the consolidated statements produced by ACM. CSTA does not produce a separate Form 990, and at this time does not undergo independent audits separate from ACM.

However, for the foregoing reasons, CSTA will report on its financial status to members on an annual basis via an annual report. The Executive Director of CSTA and the CFO of ACM will both sign the annual financial statements of CSTA. These signatures are intended to reflect that the Executive Director and the CFO take personal responsibility for the accuracy of the financial statements and that both have reviewed the statements carefully and stand by them.

POLICY 8.0 FISCAL MANAGEMENT

POLICY NO. 8.04 RESERVE FUND

Goal: To provide CSTA with a mechanism for instituting and managing a reserve fund.

Objective: The CSTA reserve fund builds long-term fiscal sustainability by providing a means for CSTA to better handle unforeseen financial occurrences.

Procedures:

1. In conjunction with ACM, CSTA shall set up a reserve fund. ACM shall manage the investment of the monies in the reserve fund with the restriction that any investment may not put the reserve fund principal at risk. ACM will keep for its own use any proceeds from the reserve fund investment.
2. The maximum amount of money to be held in the reserve fund at the end of any fiscal year shall be the total of CSTA revenue for the most recent three fiscal years. Any surplus funds in the reserve fund shall be expended during the next fiscal year at the discretion of the Board.
3. Each fiscal year at the Fall meeting, the CSTA Executive Committee shall designate a percentage of annual revenue (to a maximum of 15%) to be placed in the reserve fund. Should this amount cause the reserve fund to exceed its maximum amount, the budgeted line item shall be reduced accordingly.
4. Any surplus of net annual revenue remaining at the end of a fiscal year shall be transferred to the reserve fund.
5. Any money from the reserve fund (other than monies expended due to the reserve fund being at its maximum amount) shall only be budgeted or expended based on a two-thirds (2/3) majority vote of the Board of Directors.
6. Any changes to this policy require a two-thirds (2/3) majority vote of the Board of Directors.

POLICY 8.0 FISCAL MANAGEMENT

POLICY NO. 8.05
ACCOUNT TITLES AND NUMBERING SYSTEMS

All Organization budgets and financial reports shall incorporate the Organization financial numbering system and set of account titles.

POLICY 8.0 FISCAL MANAGEMENT

POLICY NO. 8.06 GRANT FUNDING

CSTA shall only accept grants from entities other than ACM with a Provisional Indirect Cost Rate of 13% or a Fixed Indirect Cost of at least 15%. The Final Indirect Cost Rate shall be calculated, by including all costs that can be reasonably attributed to the administration of the grant and adding 3% of the grant funding provided to that calculated cost. Including but not limited to staffing, consulting services, advertising, facilities, and volunteer expenses. Three percent of the grant funding received shall be placed into CSTA's reserve funding. The Executive Director is authorized to waive or reduce the indirect costs on the monies donated to chapters through CSTA.

Any of the above requirements shall be waived by the approval of the Executive Committee and ACM.

PUBLICATIONS SERIES (9.00)

<u>POLICIES</u>	<u>TITLES</u>
9.01	CSTA Policy Concerning Publications

POLICY 9.0 PUBLICATIONS

POLICY NO. 9.01 CSTA POLICY CONCERNING PUBLICATIONS

INTRODUCTION

This policy concerns all periodical publications that regularly require CSTA staff support for publication (paper, electronic, or combination) and/or that require monetary support from CSTA.

REQUIREMENTS FOR ALL PUBLICATIONS

All CSTA publications shall have a descriptive statement that includes the following.

1. Mission and goals and relationship to CSTA mission and goals.
2. Description of audience(s).
3. Publication process (e.g., refereed vs. editor-review, publication format, production processes, and frequency).
4. Quality assurance processes.

Publications must also have a documented budget that outlines production and editorial costs and income generation.

REQUIREMENTS FOR NEW PUBLICATIONS

New publications may be suggested by CSTA staff, a CSTA Chapter, or any other CSTA body. A proposal shall be submitted to publications staff member and shall include all information described above as well as the following.

1. Name(s), contact information, affiliations, etc. for proposer(s) of the publication.
2. Relationship of the proposed periodical to existing publications.
3. Recommendations for: publication name, format, editor(s) and Editorial Board, production process, and pricing and income structure.
4. Examples of articles and expectations as to who will be submitting them.

All such proposals are to be sent to the Executive Director for CSTA Staff consideration and input. If the proposal comes from a CSTA Chapter, a recommendation from the Chapter Liaison should be submitted with the original proposal. The publications staff member will review the proposal and forward it to the CSTA Board along with the Committee's recommendation. Actual production will be probationary and may be halted prior to the end of the probationary period when extraordinary conditions warrant.

CONTRACTOR/VENDOR SERIES (10.00)

<u>POLICIES</u>	<u>TITLES</u>
10.01	Policy on Member Participation as Vendor or Contractor to Association

POLICY 10.0 MEMBER AS VENDOR OR CONTRACTOR

POLICY NO. 10.01 POLICY ON MEMBER PARTICIPATION AS VENDOR OR CONTRACTOR TO ASSOCIATION

PURPOSE

The following policy applies whenever an Officer, Director, committee member, or Individual Member of the Association desires to offer goods or services to the Association for a fee. This policy is designed to ensure Association compliance with laws and rules concerning conflicts of interest, private inurement, and private benefit. In the policy that follows, “Member” refers to Individual Member of the organization unless otherwise specified.

The following rules and restrictions shall apply whenever an Individual Member of the Association desires to offer goods or services to the Association in exchange for monetary compensation. Members can participate in the Request for Proposal (RFP) process and otherwise offer goods or services to the Association for a fee only in the event of full compliance with this policy:

1. Full disclosure. If a Member or any related party¹ of a Member has an interest in a proposed transaction with the Association in the form of a (direct or indirect) personal financial interest or other personal interest in the transaction, or in any entity involved in the transaction (or holds a position as a director, officer or employee of any such entity), he or she must make full disclosure of such interest before any discussion or negotiation of such transaction.
2. Would-be vendor or contractor must be “in the business.” The Member / would-be vendor or contractor must be “in the business” of providing the goods or services that such Member seeks to provide to the Association.
3. No role in the decision-making process. Any Member who has such an interest in the proposed transaction shall not be present at any Board of Directors or committee meeting for any discussion of or vote in connection with the proposed transaction. Moreover, such Member shall not participate, directly or indirectly, as an advocate on his or her own behalf, either formally at Board or committee meetings or informally

¹“Related party” is defined as members of your immediate family, which includes your spouse, domestic partners legally recognized in the state of residence, children, and all other dependents; estates, trusts and partnerships in which you or your immediate family has a present or vested future beneficial interest; and a corporation or entity in which you or your immediate family is a beneficial owner of more than five percent (5%) of the voting interests.

through private contact, communication, and discussion, except to the extent permitted for non- Member vendors or contractors to the Association.

4. No role in the post-award evaluation process. If a Member of the Association becomes a vendor or contractor to the Association, such Member shall not participate, directly or indirectly, in any process by which the Member's performance as a vendor or contractor to the Association is evaluated, either formally at Board or committee meetings or informally through private conduct, communication, and discussion, except to the extent permitted for non-member vendors or contractors to the Association.
5. Transaction must be in the best interests of the Association. The transaction must be fair to and in the best interests of the Association. To this end, to ensure a competitive evaluative process, standard acquisition processes *must* be utilized whenever one of the would-be vendors or contractors is a Member of the Association. Further, the following questions must be considered by the Board of Directors and/or other governing body making such decisions:
 - a. Is the Association paying more or getting less than it would from a non-interested seller or buyer for comparable goods or services?
 - b. What efforts have been made to develop "comparables" to help establish "fairness" (e.g., surveys, competitive bids)?
 - c. Will the vendor or contractor provide the best quality goods or services at the most competitive price?
6. No special advantages in marketing or promotion. If an individual Member of the Association becomes a vendor or contractor to the Association, such Member cannot use his or her individual membership in the Association to market or promote his or her business, except to the extent permitted for non- Member vendors or contractors to the Association (e.g., advertisements in magazines at standard advertising rates, booths at trade shows at standard booth rates, corporate sponsorships), and provided that such marketing and promotion may highlight the fact that she/he is a vendor to and an Individual Member of the Association. These exclusions do not prohibit vendors or contractors from gaining benefits available through organizational membership in CSTA.