

Colorado Family, Career, and Community Leaders of America



Board of Directors Policies and Procedures Manual

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01 Code of Ethics

Adopted September 2017

Preamble

Colorado Family, Career and Community Leaders of America, Inc. is a not-for-profit, tax-exempt association formed as a state association of Family, Career, and Community Leaders of America. It is a career and technical student organization whose mission is to promote personal growth and leadership development through family and consumer sciences education. The business of the association is managed under the direction of the Colorado Family, Career and Community Leaders of America Board of Directors. The Board's code of ethics serves as a code of conduct for association volunteers in their capacity as Board Members. It is intended to supplement but not replace any local or state codes of ethics applicable to members of the Board.

The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by Colorado Family, Career and Community Leaders of America and its officers, Directors, and employees with the fiduciary duties imposed on such individuals by state corporate law, the federal tax code's prohibition on private inurement and private benefit, and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions.

The checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code as well as the protection of Board Members, through the use of reasonable due process procedures, against patently false, accusations that could result in significant industry or personal harm if not properly handled.

Members of the Board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Board.

Board of Directors Code of Ethics

Members of the Board (including ex officio members of the Board) shall at all times abide by and conform to the following code of conduct in their capacity as Board Members:

1. Each member of the Board of Directors will abide in all respects by the *Colorado Family, Career and Community Leaders of America Code of Ethics* and all other rules and regulations of the association (including but not limited to the association's articles of incorporation and bylaws) and will ensure that their membership in the association remains in good standing at all times. Furthermore, each member of the Board of Directors will obey all applicable federal, state and local laws and regulations related to the execution of their duties.
2. Members of the Board of Directors will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and competence.
3. Except as the Board of Directors may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the association and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors. Clarification of what constitutes a confidential matter will be determined in the Board materials prior to a Board meeting or by the Board Chairperson during the course of a meeting if warranted.
4. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with association staff, suppliers, and the general public and will respond to the needs

- of the association's members in a responsible, respectful, and professional manner.
5. No member of the Board of Directors will use any information provided by the association or acquired as a consequence of the Board member's service to the association in any manner other than in furtherance of his or her Board duties. Further, no member of the Board of Directors will misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the Board of Directors to have or use such property.
 6. Each member of the Board of Directors will use his or her best efforts to regularly participate in professional development activities directly related to association activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
 7. Upon termination of service, a retiring Board member will promptly return to the association documents, electronic and hard files, reference materials, and other property entrusted to the Board member for the purpose of fulfilling his or her job responsibilities if requested by the Board at which time the Board will specify the parameters of the request. Such return will not abrogate the retiring Board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board of Directors.
 8. The Board of Directors dedicates itself to leading by example in serving the needs of the association and its members and also in representing the interests and ideals of the association and its entities at large.
 9. No member of the Board of Directors shall persuade or attempt to persuade any employee of the association to leave the employ of the association or to become employed by any person or entity other than the association. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the association of such relationship.
 10. As consistent with the Colorado Family, Career and Community Leaders of America Conflict of Interest Policy, the Board of Directors must act at all times in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board Members will immediately identify the conflict and, as required, recuse themselves from all discussion and voting on the matter. Specifically, Board Members shall follow these guidelines:
 - a) Do not accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the association.

Because Board Members may have preexisting relationships of a professional and/or personal nature with entities or individuals that have business with the association, an exception is provided to allow for the acceptance of gifts from these individuals or entities that are not substantial in nature and/or when it is clear from the circumstances that the motivation for the action is a personal relationship. The meaning of substantial in nature will be consistent with the applicable state laws or industry standards under which the Board member operates.

If a gift is substantial in nature the Board member must disclose this gift to the Board and may unilaterally recuse themselves from discussion or votes related to that entity or individual.

If after a full review the Board determines that a gift of a substantial nature has been received

by a Board member that presents a conflict of interest and the Board member in question chooses not to unilaterally recuse themselves from discussion related to that entity or individual the Board may, (1) ask the member to provide a public explanation of the circumstances of the relationship; (2) ask the Board member with the conflict of interest to recuse themselves from the related discussion and/or vote; and/or (3) ask the member to sever ties with the entity or individual in question.

- b) Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the association; while the receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the association and its purposes;
- c) Do not abuse Board Membership by improperly using Board Membership or the association's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; Board Members shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
- d) Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the association;
- e) Do not engage in or facilitate any discriminatory or harassing behavior directed toward association staff, members, officers, Directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association;
- f) Under no circumstances shall a Board member solicit gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the association.
- g) Provide goods or services to the association as a paid vendor to the association only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

Board Members will refrain from trying to influence the Board to engage in a business enterprise with an entity in which they have a financial interest. The Board may consider a relationship with a business in this situation, but the Board member with the relationship to the business must disclose the business relationship to the Board and recuse themselves from consideration and debate on that matter.

02 Board Attendance Policy

Adopted September 2017

Background

This Board meeting attendance policy is to clearly indicate the expectations of participation in Board meetings and conference calls. It is understood that on occasion Board Members cannot attend a meeting due to travel restrictions imposed by their local district or organization or for some other unforeseen complication. It is believed that having a policy in place will not only clarify Board member responsibilities, but could also be a useful tool for Board Members to indicate their responsibilities when requesting permission to travel to Board meetings.

Policy

Regular attendance at Colorado Family, Career, and Community Leaders of America Board meetings is essential so that decisions made represent the opinions of the Board as a whole. In addition, regular attendance enables committee members to be productive and helps ensure that issues are examined from a variety of perspectives. Because Colorado Family, Career, and Community Leaders of America Board Members are elected to represent regions and/or to represent specific constituencies (such as businesses/associations/member groups), it is particularly important for Board Members to be in attendance so that those being represented have a consistent voice in association business.

Colorado Family, Career, and Community Leaders of America Board Members are expected to attend the scheduled Board meetings for the year as well as participate in conference calls when necessary.

Although the Board generally has only 2 meetings each year which require travel, it is understood that it is sometimes not possible for a Board member to travel to attend.

In this case, it is appropriate for the Board member to select a proxy to attend the meeting on their behalf. This proxy must be a local adviser/organization representative/membership group representative) from the same region as the Board member. The Board member in question shall inform the Chairperson and State Adviser of their choice as far in advance of the Board meeting as possible and the proxy must be approved by the Chairperson. This proxy will enjoy the full voting rights of the Board member. A proxy may also be designated for conference calls using the same procedure.

If a Board member misses two consecutive Board meetings. The Chairperson will contact the member to discuss the situation. The member's response will promptly be shared by the Chairperson via email with the Executive Committee. The Executive Committee will decide what actions to take regarding the Board member's future membership on the Board. If the Executive Committee decides to terminate the Board member's membership on the Board, the President will contact the Board member in question and inform them of the decision. The Executive Committee will promptly initiate a process to begin recruiting a new Board member consistent with the Bylaws of Colorado Family, Career, and Community Leaders of America.

03 Board Representative Nomination and Election Process

Adopted September 2017

Composition of Board

The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall be comprised of:

- A. Local Chapter Advisers. Two directors shall be local FCCLA chapter advisers elected in alternating years to serve a three year term. One director shall be a local FCCLA chapter adviser who is a member of the Family and Consumer Sciences division of the Association of Career Technical Education that elected by the Colorado Association Teachers of Family and Consumer Sciences. One director shall be a local chapter adviser elected by the chapter advisers at the annual FCCLA State Leadership Conference and is not required to be a member of any other professional organization.
- B. Alumni & Associates Member. One director shall be elected from eligible Colorado Alumni & Associates members to serve a three year term.
- C. Members Ex Officio. There shall be three ex officio directors as follows: Family and Consumer Sciences teacher educator employed by Colorado State University; Colorado FCS Program Director employed by the Colorado Community College System; and the Colorado FCCLA State Adviser employed by the Colorado Community College System.
- D. State Executive Council Members. There shall be three directors from the current State Executive Council to be elected by the current State Executive Council.
- E. Members At-Large. There shall be two directors elected by the board in alternating years to serve a three year term as follows: one business and industry representative who is a member of the American Association of Family and Consumer Sciences; and one local secondary school administrator.

The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.

New terms shall commence July 1 after the representatives have been selected.

Responsibilities

The responsibilities of the Board of Directors shall include, but shall not be limited to, the following: (i) maintaining general direction and control over the affairs of the Association, and ensuring that established policies and procedures are enforced; (ii) establishing and developing policies for the sound management and operation of the Association; (iii) providing advice and direction to the State Adviser and State Officer Team to carry out the policies, programs and goals of the Association and to ensure the financial viability of the Association; and (iv) consulting with the State Adviser, State Advisory Board, and State Executive Council to plan and coordinate competitions, conferences and other activities of the Association.

Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Follow up

If the Director is completely new to the Board, the State Adviser will share the most recent Board manual/guidelines and recent meeting minutes. A time will be identified to schedule a briefing call with the new Director.

Officers of the Board

Chairperson

The chairperson shall preside at all meetings of the board, shall perform the duties customary to that office, and shall be a member of all committees of the board. In the absence of the chairperson, the vice chairperson shall perform all duties pertaining to the office of the chairperson. The chair person shall appoint all standing and ad hoc committees of the board annually.

Vice Chairperson

The vice chairperson shall serve as chair-elect and succeed the to the position of chairperson at the next election of officers. In the absence of the chairperson, the vice chairperson shall perform all duties pertaining to the office of the chairperson.

Treasurer

The treasurer of the board shall serve as chair of the Finance Committee; shall have authority to sign any official documents duly prepared and requiring signature of the treasurer of the board.

Secretary

The secretary of the board shall record all motions and actions and keep record of all meetings. The official minutes of the board will be posted on the Colorado FCCLA website upon their approval by the board.

Executive Committee

The Executive Committee shall consist of the Board Chairperson, Board Secretary, State President, and State Adviser. This committee shall address issues that arise within the Board.

Election, Terms and Vacancies of Officers

The above officers shall be elected by the members of the board from among the voting members of the board that are 18 years of age or older. They shall serve for a term of one year or until their successor shall be elected and assume office. Officers may be eligible for reelection. No director, however, shall serve in the same office for more than two consecutive terms. Any vacancy among the officers may be filled at any duly constituted meeting of the board. The Nomination Committee will slate eligible director candidates to be voted upon by the entire board.

04 Board Meetings and Committees Policy

Adopted September 2017

Regular Meetings

The Board of Directors may provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of regular meetings of the Board without other notice than such resolution.

Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the Chairperson, State FCCLA President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

Notice

Notice of any special meeting of the Board of Directors shall be given by written notice delivered by mail or email to each Director at least 10 days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the Association, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed to be delivered when transmitted to the facsimile number of the director as it appears on the records of the Association. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Quorum

A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Action Without Meeting

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Telephone Conference

Directors may participate in a meeting through the use of conference telephone or similar communications equipment so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this method shall constitute presence in person at the meeting.

Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors. Except as otherwise limited by applicable law, any such committee can be granted the authority of the Board of Directors in the management of the Association. The creation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

There shall be an executive committee, standing committees, and ad hoc committees of the board. Standing committees shall include: Finance Committee, Programs Committee, and Bylaws and Policies Committee. Ad hoc and task forces may be appointed by the Chairperson of the board with the approval of the board, and they shall report to the board through the appropriate standing committee.

Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting where a quorum exists. The Board of Directors Chairperson shall appoint the members of any such committee (which may consist of any number of Directors, local FCCLA chapter advisers, local FCCLA chapter members or officers, State Officer Team members, or any other person or persons deemed appropriate by the Chairperson. Any member thereof may be removed by the Chairperson of the Board whenever, in his or her judgment, the best interests of the Association shall be served by such removal.

05 Board of Directors Reimbursement Policy

Adopted September 2017

Member involvement is a priority for Colorado Family, Career, and Community Leaders of America, Inc. and thus the association encourages its members to serve as the association's representatives on taskforces, at meetings, etc. When Colorado FCCLA members are traveling to activities, meetings, events, etc. as a representative of the State Association, Colorado FCCLA may be able to reimburse for expenses incurred only when the local district/organization is unable to do so.

In order for a member of Colorado FCCLA to represent the association at an activity, meeting, event, etc., the Executive Director or President must approve the member's representation and travel.

- Colorado FCCLA members must use the most cost effective and reasonable transportation.
- No alcoholic beverages, movies, or others forms of entertainment will be reimbursed, (e.g. side trips, etc.).
- All airfare and hotel reservations must be made through the State Adviser or another method at his/her discretion. The State Adviser will work with the member and his/her adviser to assure that travel arrangements meet his/her schedule and personal needs, while assuring the lowest fares and hotel rates. Only if the member is able to obtain airfare or hotel rates lower than those obtained by State Adviser is the member able to make his/her own reservations.
- Colorado FCCLA will only reimburse meals not provided by the airline or the function the member is attending. Meal reimbursements will be capped at the GSA rate for the location. Only meals consumed will be reimbursed.
- Colorado FCCLA Board of Directors members must complete a reimbursement form to be supplied by the State Adviser. The form must be completed, signed and dated and returned with receipts for lodging, transportation (including airfare, taxis, shuttles, parking, etc.), meals and registration expenses.

06 Endorsement Policy

Adopted September 2017

Endorsements will be given only for those services and activities that are consistent with the mission, purpose, and strategic direction of Colorado Family, Career, and Community Leaders of America, Inc. The service or activity must satisfy recognized needs of the association's members.

Generally, Colorado FCCLA will not assume any cost or responsibility for delivery of the service or activity it is asked to endorse. If staff time or costs are required, then there must be financial reimbursement commensurate with the required expenditure of time and money.

All endorsement requests must be submitted to the State Adviser in writing and must include the following information.

1. A brief description of the service or activity;
2. Information on how the service or activity will be delivered;
3. Whether the activity is intended to generate a profit for the sponsoring organization;
4. Whether the endorsement carries with it any financial obligation for Colorado FCCLA;
5. How the service or activity will be promoted and the specific references that will be made to Colorado FCCLA endorsement and other supporting organizations.

All endorsements must be approved by the Colorado FCCLA Board of Directors. If time does not permit, the State Adviser and the Executive Committee will approve the endorsement of only those services and activities that meet the criteria listed above.

Colorado FCCLA reserves the right to withdraw its endorsement at any time if it is determined that the service or activity has failed to fulfill the recognized criterion for endorsement or any other reason deemed appropriate by the Colorado FCCLA Board of Directors or Executive Committee.

07 Partnership Policy

Adopted September 2017

Partnership development is a priority for Colorado FCCLA. Developing a network of organizations that are mutually supportive of each other's goals, mission, and vision is essential to the continued expansion, growth, and strengthening of family and consumer sciences and FCCLA. Colorado FCCLA has benefitted from its partnerships with the public and private sectors, business and industry, labor organizations, and other education associations, etc. However, these partnerships are often informal. As the opportunity to formalize partnership relationships presents itself, Colorado FCCLA has developed the following guidelines to assist the Board of Directors in its decision to enter into a more formal partnership with an organization or entity.

- For Colorado FCCLA and other entity to enter into a partnership, the following must be met: a written request must be presented to the Colorado FCCLA Board of Directors. The request must outline the mutual benefits, roles, responsibilities, obligations, and benefits involved with being a partner.
- The mission, vision, strategic goals, and purposes of the potential partner must be consistent with those of Colorado FCCLA.
- Partnership with any entity should not require any financial commitments unless specifically stated and agreed to by the Colorado FCCLA Board of Directors.
- Partnership with any entity does not preclude Colorado FCCLA from being a partner of another similar organization or entity.
- Partnership with any entity does not imply endorsement of its products, services, etc. Endorsement is a separate issue, governed by the Colorado FCCLA Endorsement Policy.
- Colorado FCCLA's name and logo cannot be used by the partner without Colorado FCCLA's written consent.
- Colorado FCCLA can decide to revoke its partnership status with any partner at any time.

08 Appointment of Finance Committee

Adopted September 2017

By majority voting, the Colorado Family, Career, and Community Leaders of America, Inc. Board approved the creation of a Finance Committee. The Charter for the Committee is below.

It is recommended that the Committee minimally include the Secretary, State President, as well as another Board member and one or two members not on the Board.

FINANCE COMMITTEE CHARTER

Purpose

The Finance Committee (Committee) will assist the Board of Directors in its oversight responsibilities relating to fiscal management. In furtherance thereof, the Committee will:

- Review and recommend approval of an annual operating budget;
- Regularly review financial results;
- Ensure the maintenance of an appropriate capital structure; and,
- Oversee the management of organization-wide financial assets.

In addition, in order to assist Colorado FCCLA in the proper and prudent management of its financial resources, the Committee will ensure that management employs personnel and systems capable of providing timely and accurate financial information to key decision-makers.

Key Responsibilities

Annually, the Committee will review the proposed annual operating budget for the ensuing fiscal year as presented by management. After review and amendment, if necessary, the Committee will recommend a final operating budget to the full Board of Directors for approval.

Quarterly, members of the Committee will receive and review financial statements consisting of the then current year-to-date: (1) statement of financial position, (2) income statement, (3) operating statement; and (4) key financial performance benchmarks that the Committee deems relevant from time- to-time. These financial statements will be accompanied by a narrative from the State Adviser highlighting any financial issues and, where necessary, actions related thereto.

From time-to-time, the Committee will direct the State Adviser to undertake longer term financial planning to evaluate future financial needs.

09 Investment Policy Statement

Adopted September 2017

Purpose of Statement

The purpose of this Statement of Investment Policy is to:

1. Establish and document the investment objectives, philosophy, policies, guidelines and goals.
2. Provide the Investment Manager with a written document of said investment objectives, philosophy, policies, guidelines and goals of the plan so that the Investment Manager clearly understands the investment philosophy of the Colorado FCCLA Board of Directors.
3. Clearly communicate to the Investment Manager its role and responsibilities in managing assets for the plan, including expected performance, risk tolerance, investment guidelines and communication with the Board or its designated representatives.

It is intended that this Statement provide meaningful guidance in the management of the plan's assets.

This statement will be reviewed, at a minimum, on an annual basis and will be revised if necessary.

Investment Objectives

1. Preservation of principal
2. Seek to conserve and enhance the capital value within guidelines
3. Achieve returns consistent with benchmark of investments

It is the intention of the Colorado FCCLA Board of Directors that the investment manager makes reasonable efforts to preserve the principal provided to them, but preservation of principal shall not be imposed on each individual investment. It is understood that there will be months and quarters in which a negative rate of return will be experienced.

Types of Assets

In order to provide the investment manager with the freedom to invest in various types of assets, the following items are expressly approved for investment purposes:

- Common Stock
- Preferred Stock
- U.S. Government Securities
- Convertible Securities
- Bonds with an "A" or higher rating by Moody's and Standard & Poor's. i.e. Investment Grade Securities
- Money Market Funds
- Zero Coupon Bonds
- Certificates of Deposit

All assets selected for inclusion in the portfolio must have a readily ascertainable market value and must be readily marketable.

The following types of assets or transactions are expressly prohibited:

- Selling Short
- Commodities
- Options

Investment Market--Assets

All equity purchases should be made in highly liquid companies where the ability to gain a fair sales price at any time is assured. It is expected that all stock purchases could be made on the New York Stock Exchange, the American Stock Exchange or the "OTC" Exchange.

Asset Allocation

A relatively passive approach should be taken to asset allocation. The Investment Manager should maintain the policy asset allocation listed below except for those occasions when the Investment Manager, in consultation with Executive Director and the Colorado FCCLA Board of Directors, assesses the equity and fixed income markets as extremely positive or negative.

Stated below is the policy asset allocation at market. This is the long-term asset allocation desired by the Board, which should approximate the actual average asset allocation over a three-to-five year period.

Also, stated are the maximum and minimum asset allocation levels at market for each asset category.

| | <u>Minimum</u> | <u>Policy</u> | <u>Maximum</u> |
|---------------|----------------|---------------|----------------|
| Equity | 20% | 50% | 60% |
| Equity Income | 0% | 10% | 20% |
| Fixed Income | 30% | 40% | 60% |

Fixed Income

These guidelines and policies apply to fixed income securities with greater than one year to maturity.

The purpose of holding fixed income assets in the Plan is to provide income, help control the volatility of the rate of return of the total portfolio, and to preserve capital.

The minimum quality rating of any single fixed income security held in the Plan is "A" by Standard and Poor's and "A" by Moody's. If the rating of any bond should fall below either of these levels, the bond should be sold within 60 days of the date of the rating change provided that the security is liquid and can be sold easily without significantly impacting the bond's price or hurting the performance of the total portfolio.

In addition there shall be a liquid reserve or money market account equal to at least (3) three months of anticipated expenses.

Asset allocation shall be reviewed and revised at least annually.

Investment Performance and Measurement

The investment performance of the portfolio shall be measured against appropriate benchmarks. Although investment objectives may not be achieved each quarter or each year, it is expected that they will be achieved over capital market cycles, which normally last over a three to five year period.

Meetings & Reports

Statement of investment shall be provided monthly. Performance reports shall be provided at least annually. Meeting shall also be held periodically to discuss the outlook for the economy, and the securities market as they relate to investments. Changes to these general objectives and policies may only be made by mutual agreement, in writing

10 Financial/Dues Policy

Adopted September 2017

State Membership Dues

State dues are reimbursed on the date of affiliation submission for the fiscal year's/membership year's dues. Upon receipt of dues, the National Association will send a letter/electronic communication acknowledging receipt.

Date February 1

The Association will send a reminder to local chapter advisers who have not yet sent their dues, along with a response form to indicate that chapter's intention to be an active chapter and the projected date for receipt of dues.

Date March 1

The Association will send local advisers, whose chapters have not yet sent their dues, a letter notifying them that unless contacted otherwise effective May 1, the Association will no longer be able to carry them on their mailing, electronic, or other service lists and that they will not be eligible to vote in any business meeting or to serve on the Board of Directors.

Alumni and Associate Membership Dues

Alumni and Associate members are invited to continue or apply for membership and will be billed by September 1 of each year. Dues receipt will be acknowledged to the individual upon receipt.

Date December 1

Those who have not paid their dues will receive a letter from Colorado Alumni and Associates that their dues have not been paid and asking if they wish to continue membership. Alumni and Associate members who have not paid within 30 days of that letter will receive a notice from the State Association office notifying them that services cannot be continued including mailings and electronic communications, eligibility to serve on committees, or participation in association activities will be discontinued until the current year's dues are paid. The letter will graciously invite them to continue to participate in the organization as soon as dues are received.

11 Fiscal Reserve Policy

Adopted September 2017

The Board of Directors' operates under the informed practice that it is both appropriate and prudent to have in reserve one year's worth of operating expenses.

The policy of Colorado Family, Career, and Community Leaders of America, Inc. is to have one year's worth of operating expenses in reserve to protect the organization's interests in the event of an economic downturn or to provide a one-year grace period should the association go out of business.

12 Record Retention Policy

Adopted September 2017

The Association creates a wide variety of records for both internal office use and external uses, such as Board, Committee, and task force meetings and communications with members. This policy identifies key records and describes the retention periods for hard copy and electronic forms of these records. This policy will help ensure that the Association maintains essential records for tax, audit and historical purposes, while providing for the systematic destruction of documents based on government recordkeeping requirements and business needs. Retention of records that are not otherwise necessary to conduct business is both expensive and inefficient, and could expose the Association to legal challenges based on outdated or irrelevant materials.

Generally, documents should be retained only so long as they are (1) necessary to the current conduct of the Association business; (2) required to be kept by statute or government regulation; (3) relevant to pending or foreseeable investigations or litigation. Generally, drafts of documents should be destroyed after the document is in final form.

Courts make no distinction between electronic (e.g., email) and paper documents when ordering the production of discovery. Therefore, this Policy applies to all documents and records, in whatever form, unless otherwise specified. Association records include documents or publications created by Association employees, members, officers, the Board of Directors, and third parties employed by the Association for the purpose of communicating with members or managing the affairs of the Association.

As a reminder, all records should be written with the expectation that they may be read by persons other than the intended recipient. Thus, all documents should be drafted in a courteous and professional manner. Although it may sound arcane, some sensitive communications should only occur orally.

This Policy also provides that confidential or privileged documents remain protected from disclosure. Confidential records should be distributed on a “need to know” or “as needed” basis. Documents with sensitive information should be secured and access or distribution limited. Communications containing legal advice should be marked “Confidential and Privileged” and clearly identify the authors or recipients as lawyers. Employees, officers or Directors should not redistribute documents containing privileged attorney-client information without specific authorization from the attorney.

Documents should not be retained past the designated times set forth in this Policy. In addition, all paper and electronic files should undergo periodic review by staff, at least annually, to ensure compliance with the Policy.

Should the Association be engaged in litigation or receive a subpoena for documents, the Record Retention Policy may be suspended on advice of legal counsel. The destruction of any documents in such circumstances may be inappropriate.

| Document Type | Retention Period |
|--|------------------|
| Organization Documents | |
| Advertisements (for employment) | 4 years |
| Annual meeting minutes and agendas | Permanent |
| Articles of Incorporation and Amendments | Permanent |
| Audit reports | 5 years |
| Accident reports/claims Active | Permanent |

| Document Type | Retention Period |
|--|--|
| Settled | 7 years after settled |
| Bank reconciliations | 5 years |
| Bank statements | 5 years |
| Budgets | 5 years |
| Bylaws | Permanent |
| Cancelled checks | 5 years |
| Payroll | 5 years |
| Routine payments | 5 years |
| Important payments (taxes, property, etc.) | Permanent |
| Check register | 5 years |
| Correspondence General, routine (if State Adviser, Administrative Assistant, or Board of Directors is originator If forwarded to State Adviser, Administrative Assistant, or Board of Directors for information Important | 6 months No longer than necessary or until disposition of related file Permanent |
| Depreciation Records | Permanent |
| Employment applications/resumes Active employees Not hired | Permanent 4 years |
| Expense reports | 5 years |
| Financial Statements | 5 years |
| Grants Awarded Non-Awarded | 5 years after final expenditure report When no longer of reference value |
| Insurance policies and records Expired Active | 10 years Permanent |
| Internal audit reports | 5 years |
| Job descriptions | Until suspended |
| Ledgers | 5 years |
| Lists of members and committees | Permanent |
| Memoranda or staff notes | 8 years |
| Mission statements | 8 years |
| Organizational charts | Permanent |
| Payroll records and summaries | 5 years |
| Personnel files Active Terminated | Permanent 5 years |
| Photographs | Permanent |
| Property records | Permanent |
| Retirement and pension records | 5 years |
| Tax returns and worksheets | Permanent |
| Timesheets/reports | 5 years |
| Training manuals | Permanent |
| Vendor invoices | 5 years |

| Document Type | Retention Period |
|--|--|
| Vouchers (employees, Board Members and others for travel, entertainment) | 5 years |
| W-2 Forms | 5 years |
| Workers' Compensation documents | 5 years |
| Legal | |
| Business permits | Permanent |
| Claims and litigation | Permanent |
| Contracts | 5 years |
| Contracts – drafts | Discard after final contract is signed |
| Correspondence – legal | Permanent |
| Leases-cancelled | 10 years |
| Trademark registrations and copyrights | Permanent |

13 Consent Agenda

Adopted September 2017

Background: The intent of this policy is to maximize the engagement, talent and energy of the Board of Directors while also dedicating sufficient Board resources its administrative and fiduciary functions. Implementing a consent agenda allow the adoption, en bloc, non-controversial but important agenda items and updates. This may include staff reports, liaison reports, etc. The topics on the consent agenda would be approved by the President in advance. Board Members will have the reports in advance and can come prepared to the Board meeting having read the reports, well- informed for discussion/action. This approach has been adopted by many national non-profits.

Below is a copy of an article from the Midwest Center for Nonprofit Leadership summarizing the consent agenda approach. Another more thorough resource by Board Source (Building Effective Non Profit Boards) can be found here: http://www.boardsource.org/dl.asp?document_id=484

Consent Agenda

David O. Renz, Ph.D.

What is a Consent Agenda?

A consent agenda is a practice by which the mundane and non-controversial Board action items are organized apart from the rest of the agenda and approved as a group. This includes all of the business items that require formal Board approval and yet, because they are not controversial, there is no need for Board discussion before taking a vote. Items may be on a consent agenda only if all Board Members agree; if even one member considers a specific item to need discussion, it must be removed and placed on the regular agenda for the Board meeting.

Why are Consent Agendas Used?

Consent agendas are used to save Board meeting time and to help ensure that Board meetings focus on substantive topics that are worth discussion. Through the “bundling” process, the entire set of items of business that are not worth Board meeting time can be voted on in one action versus taking the time to vote on each individual item.

When Should Consent Agendas Be Used?

Consent agendas should be used when there are a number of non-controversial business items on which the Board needs to vote. Complete information must be provided in advance of the meeting to all Board Members, so that each knows what is being proposed and has the opportunity to consider whether the item truly is non-controversial. The key here is “non-controversial,” and the definition of non-controversial may vary from organization to organization. Consent agenda items often are matters that a bylaw or some other rule or regulation requires to be formally approved by the Board, yet there is no value added by engaging the Board in discussion about the item (e.g., a routine lease renewal for a facility already included in the approved agency budget). Consent agendas are not to be used to hide actions that will be controversial -- to do so breaches the trust of the Board and undermines the value of this practice.

Where Should Consent Agendas be Placed within the Overall Meeting Agenda?

The consent agenda typically appears very near the beginning of the regular meeting. This allows any item removed from the consent agenda to be placed onto the overall agenda for discussion and action later in the meeting. As with all formal Board action, a quorum must be present to in order for action on the consent agenda items to be legitimate and binding.

Who Should Use Consent Agendas?

Consent agendas are used by both non-profit and for-profit organizations whose Boards are trying to use members' time efficiently and that have much routine business to approve. It is especially common to see the Boards of governmental entities such as libraries and educational institutions use consent agendas because of the volume of routine business that they are required by law and regulation to approve.

How Can Consent Agendas be Used Effectively?

The key to success is to provide all consent agenda information to Board Members well in advance of the meeting. It is essential that Board Members have ample time prior to a meeting to become familiar with each item on the consent agenda. That way, if a member or members have a concern about any item(s) that they believe need further discussion, then they will ask for the item(s) to be removed from the consent agenda and addressed separately.

At the time in the regular agenda when there is to be action on the consent agenda, the Chairperson will first inquire whether there are any items that need to be removed from the consent agenda. If any member wishes an item to be removed, it must be removed and placed on the regular agenda. Immediately following the opportunity to remove any items for separate discussion, the consent agenda is moved and approved as a set. (For example: "I move the consent agenda." Another member: "I second the motion.")

It may be useful to those who plan the overall meeting agenda and the consent agenda (usually the Board Chairperson and/or executive director) to have guidelines, developed in consultation with the Board, to clarify which types of items might be appropriate for the consent agenda.

When Should a Consent Agenda Not Be Used?

The consent agenda practice should not be used unless all members of the Board understand and agree to its use. This approach places more responsibility upon members to prepare prior to the meeting. Obviously, if members do not read the information on the consent agenda prior to the meeting, they cannot responsibly agree to the inclusion of any particular item on the consent agenda. The worst outcome would be to take action on a matter of significant programmatic or legal importance without truly having the Board's **informed** consent."

The above article can be found at: <http://bloch.umkc.edu/mwcnl/Board%20resources/Consent%20Agendas.pdf>

14 Conflict of Interest Policy

Adopted September 2017

Purpose

The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or employee of the corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Statement of Belief

The Board of Directors shall make decisions in the best interests of the corporation only and without regard to the personal, family, financial, or professional interests of any individual Director.

Definitions

1. Interested Person: Any director, officer, member of a committee with Board delegated powers or employee who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the group of affiliated organizations of which the corporation is a part, he or she is an interested person with respect to all entities in the group.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, professional, investment, or family –
 - a. an ownership or investment interest in any entity with which the corporation has a transaction or arrangement, or
 - b. a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature (e.g. generally more than \$50).

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the Board of Directors, on a timely basis, for consideration of the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest, the interested person shall leave the Board of Directors meeting while the financial interest is discussed and a vote takes place. The Board of Directors shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. The Chairperson of the Board of Directors shall, if appropriate, appoint a disinterested committee of Board Members to investigate alternatives to the proposed transaction or arrangement.
- b. After exercising due diligence, the Board of Directors shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

- c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the corporation's best interest or for its own benefit and whether the transaction is fair and reasonable to the corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. Violations of the Conflicts of Interest Policy
 - a. If the Board of Directors has reasonable cause to believe that a member or employee has failed to disclose actual or possible conflicts of interest, it shall inform the member or employee of the basis for such belief and afford the member or employee an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the response of the member or employee and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that the member or employee has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and correction action.

Record of Proceedings

The minutes of the Board of Directors contain—

1. the names of the person who disclosed or otherwise were found to have a conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Annual Statements

Each director, officer, member of a committee with Board delegated powers or employee shall annually sign a statement that affirms that such person—

1. has received a copy of the conflicts of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands that the corporation is a charitable organization and that, to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Conflict of Interest Annual Statement (2015)

In accordance with Colorado Family, Career, and Community Leaders of America conflict of interest policy, I hereby confirm that:

- I have received a copy of the conflict of interest policy;
- I have read and understand the policy;
- I have agreed to comply with the policy; and
- I understand that the corporation is a charitable organization and that, to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

After reviewing the Conflict of Interest policy

- () I confirm that I have no financial interest as defined in Article III, 2., in an entity which has intentions of entering into a transaction or arrangement with _____ or its affiliates.
- () I confirm that I have a financial interest, as defined in Article III, 2., in an entity which has intentions of entering into a transaction or arrangement with _____ or its affiliates.
The entity or entities in which I have a financial interest are as follows:

In addition, I wish to disclose that I serve on the Board of Directors of the following organizations, which have or may have a financial arrangement, contractual or otherwise, with:

Signature

Date

Print Name

15 Whistleblower Policy

Adopted September 2017

Should any person have knowledge of any illegal or unethical conduct in connection with the finances or other aspect of Colorado Family, Career, and Community Leaders of America, Inc. operations, that person should inform the Executive Director. If the alleged wrongdoing concerns the Executive Director, then the State Adviser, President or Secretary of the Board of Directors should be notified instead.

Should the Executive Director, President, or other Officer or Director of Colorado Family, Career, and Community Leaders of America, Inc. receive information regarding alleged illegal or unethical conduct in connection with the finances or other aspect of the organization's operations, that person shall inform the Executive Committee.

The Executive Committee shall investigate all credible allegations. At all times respecting the privacy and reputation of individuals involved to the extent possible, the Executive Committee shall inform the Board of Directors if any material allegation is confirmed, or if the Committee otherwise believes that the Board of Directors should be made aware of the situation. Should any member of the Executive Committee be the subject of an allegation of wrongdoing, that member shall recuse themselves from any investigation, deliberation, and decision-making.

There will be no punishment or other retaliation for the good faith reporting of conduct pursuant to this policy. If the person providing the information requests anonymity, this request will be respected to the extent that doing so does not impede any investigation or resolution.

Name of Board of Directors Member: _____

Signature of Board of Directors Member: _____

Date: _____

16 Board Member Acknowledgment Form

Adopted September 2017

I have received and read this revision of the Colorado Family, Career, and Community Leaders of America Board of Directors Policies and Procedures Manual and I understand that it is my responsibility to follow the policies contained in it, as well as any revisions made to it.

Acknowledged and Accepted by:

Signature: _____

Print Name: _____ Date: _____