

Chapter 1

Purpose and Development of K-ACTE Board Policy

Purpose 1.1

The board, as the K-ACTE governing body, is entrusted with the authority to establish policy for the governance of K-ACTE. Board policy establishes the parameters and guidelines for board members, committees, management and staff.

The purposes of our policies are to:

- inform everyone of board intent, goals and aspirations.
- prevent confusion among board members, staff and the public.
- promote consistency of board action.
- eliminate the need for instant (crisis) policy making.
- reduce criticism of the board and management.
- improve public relations.
- clarify board member, executive and staff roles.
- give management a clear direction from the board.

Policies as Standards 1.2

Once the board officially adopts a new board policy, that policy is the standard for dealing with the subject matter covered by the policy. If an issue comes before the board that is not in line with existing policy, the issue is out of order and will be considered only in terms of policy change.

Policy requires a majority vote of the board 1.3

All policy decisions will be made by majority vote of the board and only at board meetings. Before adopting any policy, all board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.

Chapter 1- Purpose and Development of Board Policy

Source of policies 1.4

Policies may be recommended to the board by committees of the board, individual board members or the executive. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policy or bylaws of K-ACTE. If approved by the board, policies will be written, and included in all copies of the board policy manual.

Considerations for all policies 1.5

All policies proposed to the board should be tested.

Is the proposed policy:

- really necessary for good operation of K-ACTE?
- consistent with our mission statement?
- within the scope of board authority?
- consistent with local, state and federal law?
- compatible with other policies of this board?
- practical?
- broad enough to cover the subject completely?
- enforceable?

Accountability for carrying out policies 1.6

The executive director will be accountable to the board for carrying out these policies, ensuring that all policies are effectively explained to staff and making every reasonable effort to see that they are understood, accepted and complied with.

Distribution of policy manual 1.7

Chapter 1 - Purpose and Development of Board Policy

A copy of the board policy manual will at all times be available in the K-ACTE office for review and inspection by staff and board members. Each board member will be given a revised policy manual annually.

Amendment or suspension of policy 1.8

All policies will be annually reviewed by the Bylaws and Constitution Committee of the board for accuracy, appropriateness, and recommendations will be made to the board for amendment, addition or elimination. Except as otherwise provided by law, any policy of the board may be suspended, repealed, amended, or waived by a majority vote of the board, provided that at least two full weeks advance notice has been given to all board members of the intention to consider revocation, repeal, waiver, or amendment.

Chapter 2

Corporate Structure/Board Organization

Establishment of the organization **2.1**

K-ACTE is established as a nonprofit corporation under the laws of this state. The board of directors is established as the authority to operate K-ACTE in accordance with bylaws and board policies.

K-ACTE business will be conducted in accordance with the laws of this state, the corporation's articles of incorporation, bylaws of the corporation, board policies and generally accepted business practices that will accomplish the K-ACTE mission.

Authority of the board of directors **2.2**

Each member of the K-ACTE board, together with other members of the board, is legally and morally responsible for all activities of K-ACTE. All members of the board share in a joint and collective authority which exists and can only be exercised when the group is in session.

Board member commitment **2.3**

Serving as a board member of K-ACTE involves a very special commitment. To meet that commitment, board members are expected to:

- ensure adherence to K-ACTE's mission.
- attend and actively participate in all of the board's meetings, and notify the executive or board chairperson of anticipated absence.
- when absent from a meeting, review minutes and results of the missed meeting.
- do their homework to be prepared to participate fully in board and committee meetings.
- serve actively on at least one committee.
- act only with the full board, not individually unless authorized to do so by the full board.
- speak for the full board only when the full board sanctions their doing so.

Board delegation of policy interpretation to staff and public 2.4

The board delegates to the executive director responsibility for policy interpretation to the staff and public and for rule making, issuance of procedural directives and guides not specifically covered or detailed in the Board Policy Manual. Such interpretations, rules and directives have the force of board regulations unless and until superseded by board action.

Board member rights 2.5

Members of the K-ACTE board are granted certain specific rights. All board members have the right to:

- receive notice of board meetings and the agenda.
- attend and participate in board meetings.
- examine K-ACTE's books, records, meeting minutes, financial statements and contracts.
- place items on the board meeting agenda at the appropriate time.

Duty of board members not to compete 2.6

A board member may not use his/her position on the K-ACTE board to prevent K-ACTE from competing with the board member's business. It is expected that board members, even after they complete board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the board.

Soliciting or receiving gifts 2.7

Members of the K-ACTE board must never offer, give, solicit or receive any form of bribe or kickback through their connection to K-ACTE. Board members must never solicit a personal gift of any kind from anyone who does business with K-ACTE. This restriction applies to both actual and proposed business transactions involving K-ACTE.

Board member conflict of interests 2.8

Board members have a duty to subordinate personal interests to the welfare of K-ACTE and those we serve. Conflicting interests can be financial, personal relationships, status or power.

Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of K-ACTE in mind.

Board members and employees are prohibited from knowingly disclosing information about K-ACTE to those who do not have a need to know or whose interest may be adverse to K-ACTE, either inside or outside K-ACTE. Nor may board members or employees in any way use such information to the detriment of K-ACTE.

Board members or employees may not have a significant financial interest in any property which K-ACTE purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which K-ACTE does business.

Since it is not possible to write a policy that covers all potential conflicts, board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests.

Any possible conflict of interests on the part of any board member should be disclosed to the other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.

Any board member having a conflict of interests or possible conflict of interests should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.

These restrictions should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.

All board members will be required to complete the "Conflict of Interests" statement. This policy will be reviewed by the board annually and given to each new board member for signature during orientation.

Conflict of Interests statement 2.9

K-ACTE Conflict of Interests Statement

I have read and am familiar with the K-ACTE board policy concerning conflict of interests, and I have initialed the line opposite the appropriate paragraph below.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this board.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this board, except such interest or action fully disclosed below:

Board member signature _____

Legal obligations of board members 2.10

The K-ACTE board is both responsible and liable for K-ACTE. The K-ACTE board and the law require every board member to follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means the board will not:

- mismanage K-ACTE by deviating from fundamental management principles, such as planning carefully for the future of K-ACTE, regularly reviewing the financial status of K-ACTE, and monitoring compliance with board policies.
- fail to govern by utilizing all control systems to govern K-ACTE.
- be involved in self-dealing that provides personal gain to board members.

The principle of good faith means that board members will:

- attend all board and committee meetings to be a part of board actions.
- read and understand K-ACTE's policies and bylaws.
- pay attention to corporate affairs and keep informed about organization activities.
- ensure that K-ACTE is in compliance with legal requirements.
- avoid self-dealing.

Ethical obligations of board members 2.11

The board will annually approve a code of ethics for board members. All board members will be given a copy of the code of ethics, and will be expected to adhere to the provisions of that code.

Legal requirements of board members 2.12

All K-ACTE board members will be expected to recognize and accept their legal position as governing agents of K-ACTE. A board member of K-ACTE occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If K-ACTE board members violate their trust or fiduciary duty, they may be subject to legal consequences.

The duties and responsibilities of board membership attach automatically when board members accept the office.

There is a certain amount of liability involved with being a board member, so the board will annually discuss the liability issue to be certain that the board is adequately insured.

Maintaining ethical credibility 2.13

Because the conduct of the board has a direct impact on public and constituent perceptions about K-ACTE, board members will maintain an appearance of high credibility in adhering to legal and policy requirements.

Board members will be active and encourage all other board members to be active by attending meetings, studying, questioning, voting on all issues, monitoring progress and maintaining active committees.

Board members will not condone conflicts of interest on the board. A generally accepted rule of thumb is that a board member or his/her family may not receive any gain (tangible or intangible) through the connection with the K-ACTE board.

Board members will vote against proposed actions if they feel there is insufficient information on which to base an opinion. Minutes of each meeting should be carefully maintained and all votes properly recorded.

Board members will adopt formally, by motion, any rules, regulations, policies and budgets.

Board members will keep policy and procedure manuals up-to-date for ready reference, and have rules and regulations available and posted for staff and constituents.

Board members will review fiscal records and controls at regular intervals.

Board members will ensure that standard budget forms and annual report forms are prepared and filed as required by law.

Political contributions 2.14

Members of the K-ACTE board must never make political contributions on behalf of K-ACTE. If a board member takes an active part in the political process, it must be done at the board member's personal expense. K-ACTE will

not reimburse anyone for a political contribution.

Board members must not make any direct or indirect political contribution in cash, property or service on behalf of K-ACTE.

The K-ACTE Board Code of Ethics pledge 2.15

The K-ACTE Board Code of Ethics

As a member of the K-ACTE board, I will...

- listen carefully to my teammates, and those served by K-ACTE.
- respect the opinion of other board members.
- respect and support the majority decisions of the board.
- recognize that all authority is vested in the board when it meets in legal session and not with individual board members.
- keep well-informed of developments that are relevant to issues that may come before the board.
- participate actively in board meetings and actions.
- call to the attention of the board any issues that I believe will have an adverse effect on K-ACTE or those we serve.
- attempt to interpret the needs of constituents to K-ACTE and interpret the action of K-ACTE to its constituents.
- refer constituent or staff complaints to the proper level on the chain of command.
- recognize that the board member's job is to ensure that K-ACTE is well managed, not to manage K-ACTE.
- vote to hire the best possible person to manage K-ACTE.
- represent all constituents of K-ACTE and not a particular geographic area or special interest groups.
- consider myself a "trustee" of K-ACTE and do my best to ensure that K-ACTE is well maintained, financially secure, growing and always operating in the best interests of constituents.
- always work to learn more about the board member's job and how to do it better.
- declare any conflict of interests between my personal life and my position on the K-ACTE board, and avoid voting on issues that appear to be a conflict of interest.

As a member of the K-ACTE board I will not...

- be critical, in or outside of the board meeting, of other board members

or their opinions.

- use K-ACTE or any part of K-ACTE for my personal advantage or the personal advantage of my friends or relatives.
- discuss the confidential proceedings of the board outside the board meeting.
- promise prior to a meeting how I will vote on any issue in the meeting.
- interfere with duties of the executive or undermine the executive's authority.

The K-ACTE Board Member Confidentiality agreement 2.16

As a requirement for service on the K-ACTE board, all board members will be required to read and sign the following confidentiality agreement.

Board Member Confidentiality Agreement

As a member of the K-ACTE board, I acknowledge the importance of confidentiality with respect to the affairs of K-ACTE. In light of this acknowledgement, I agree to keep confidential, during and after service on the board, all confidential information acquired pertaining to K-ACTE and any related activities in the course of membership on the board.

I particularly recognize the sensitivity of information regarding capital decisions, real estate purchases, decisions regarding closures, mergers and other strategic plans that may have impact on K-ACTE's competitive position relative to other organizations.

I agree that this confidentiality agreement includes, but is not limited to:

- information pertaining to performance of K-ACTE employees or staff including evaluation data, compensation, and grievances.
- issues related to the board's legal, moral and regulatory responsibility for the oversight of statistical data, risk management information and litigation information, and reviews of attitudes and opinions from those who work at K-ACTE.

I understand that it is the board chairperson's responsibility to address infractions of confidentiality by individual board members and to take action to remedy the problem. I also understand that if infractions of confidentiality by individual board members continue, it is the expectation that the board chairperson will ask for the resignation of the individual board member who has violated this confidentiality agreement.

I agree to resign my board membership if requested by a majority vote of the board members for any confidentiality infraction.

Board member signature

Date

Enforcement of board ethics policies 2.17

Any board member who believes that a fellow board member has acted unethically should first review current board ethics policy. Board members should not file or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect K-ACTE.

If the board member continues to believe a fellow board member has acted unethically he/she should seek resolution by discussing his/her concerns with the colleague if such discussion is likely to be productive and does not violate any individual's right to privacy.

If this discussion, or other informal attempts to address the concern, fail to resolve the problem, the board member should bring the concern to the attention of the board chairperson. If the concern relates to the board chairperson the issue should be brought to the attention of the board vice- chairperson.

The board chairperson may choose to address the concern individually with the member in question or refer the concern to the executive committee.

Board members shall cooperate in ethics investigations, proceedings, and resulting requirements. In doing so, they should make reasonable efforts to resolve any issues as to confidentiality. Failure to cooperate is itself an ethics violation.

Annual meeting of the board 2.18

There will be an annual meeting of the board each year or on such date designated by a vote of the board of directors.

Board planning 2.19

To ensure that planning is based on the needs and preferences of current and potential constituents, K-ACTE board and management will annually conduct a realistic assessment of K-ACTE service capabilities and analysis of trends likely to impact the future of K-ACTE. K-ACTE board and management will then annually develop an organizational plan that is based on identified needs and preferences of current and potential constituents, and appraisal of K-ACTE service capabilities.

Maintenance of K-ACTE documents 2.20

All major K-ACTE organizational documents, such as the articles of incorporation, real estate titles, building blueprints and any other historical or archived documents will be held in a safety deposit box in a local bank.

Annually, upon the election of the board secretary, formal transfer of custody of the documents, a list of the documents, and authority to access the documents will be given to the newly elected board secretary.

Perpetuation of the organization 2.21

Continuance of the organization is the responsibility of the K-ACTE board, and requires that the board carefully select replacements as board members leave the board. Appropriate potential new board members must be recruited to maintain continuity of the governance of K-ACTE.

The board will maintain an ongoing recruiting plan that can fill board vacancies with a well-qualified candidate and with minimal disruption to the board's work. When selecting new board members, the board will attempt to find a broad representation of the community that will offer diverse perspectives to the board's decisions.

Nomination and election of board members 2.22

It is the policy of the K-ACTE board to carefully nominate and elect to the board persons who:

- believe in the cause and mission of K-ACTE.
- will commit completely to the board member responsibility for K-ACTE.
- will participate actively as part of the K-ACTE board team.
- are community leaders and will advocate in the community for K-ACTE.

The board chairperson will periodically remind board members and the executive director to submit board candidate recommendations to be filed for use at the appropriate nomination time.

Terms of office and election procedures will be as specified in the K-ACTE bylaws.

Vacancies on the board **2.23**

When vacancies occur on the board other than normal expiration of terms, the vacancies will be filled pursuant to the process in the K-ACTE bylaws. The appointed board member may be eligible to be nominated for election at the next regular election if the board member meets all requirements to be a member of the board.

Removal of board members **2.23**

It is the policy of the K-ACTE board to remove board members who fail to perform the expected duties of a board member. A board member may be removed from the board because of:

- negligence of board duties and responsibilities.
- failure to attend board meetings regularly.
- illegal activity as a member of the board.
- acting in any manner detrimental to K-ACTE.

A director may be removed only by a majority vote of all currently serving board members, and the motion to remove will state clearly the cause for removal.

Meeting attendance requirement 2.25

It is the policy of K-ACTE board that board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the board is required to make.

If a board member will be absent from all or part of any meeting, the board member is expected to contact the board president or the executive director as soon as the need to be absent is known.

If a board member is absent from three consecutive board meetings without cause and notice, the board president will ask the board to consider removing the board member from membership on the board.

When a board member is absent from any board meeting, the board chairperson will contact the board member and remind the board member of this meeting attendance policy.

Compensation of board members 2.26

Board members will not be compensated for service on this board.

Board member travel 2.27

Board authorization

Authorized corporate travel is defined as travel in connection with the business of K-ACTE which has been directed or requested and approved in accord with K-ACTE policy prior to the departure date.

All requests for corporate travel by board members will include the purpose of the trip, dates of meetings (if any), anticipated expenses, date of departure and date of return.

Travel for board members must be approved by the board.

Upon completion of the travel, a report must be submitted to the board to demonstrate completion of the purpose and to share business information with the rest of the board.

Travel safety

A majority of board members will not be authorized to travel in the same vehicle or on the same airline flight.

Travel expenses

Airline travel will be booked economy class, and discounted airfares will be sought whenever advance notice of the travel allows.

Board members will be reimbursed for out-of-pocket expenses actually incurred. Claimed expenses for lodging, travel, car rental and miscellaneous expenses must be documented by original receipts. Unless specifically authorized by the board of directors, no expenses are authorized nor will be reimbursed by K-ACTE for expenses of friends, relatives or families accompanying a board member on K-ACTE business, nor for any non-related business travel or extension of stay beyond completion of the intended K-ACTE business.

At the completion of authorized travel, an expense report will be submitted to the K-ACTE accounting office. The report will list by date and place all reimbursable expenses claimed, and will be accompanied by the required receipts and invoices. Expenses charged to K-ACTE must be listed on the expense report and accompanied by original receipts. Board member expenses will be approved by the board of directors.

Personal phone calls by board members

Board members traveling on authorized travel are traveling for the benefit of K-ACTE, and extended stay is for the benefit of K-ACTE. Therefore, personal phone calls by board members, not to exceed \$10 per travel day, shall be considered a reimbursable business expense.

Car rental by board members

When traveling for K-ACTE, board members are encouraged to utilize hotel shuttle services, airport buses or taxi cabs for transportation, when available and competitively priced, rather than renting a car.

When it is necessary to rent a car, mid-sized automobiles are the authorized vehicle unless medical or other special circumstances dictate a larger or more expensive vehicle.

Making travel arrangements

K-ACTE board members are responsible for making their own travel arrangements for K-ACTE business.

Board members canceling travel reservations or creating a "no show situation for any reservations because of personal preference, will be charged any cancellation fees and room charges.

Reimbursement of expenses 2.28

Board members may be reimbursed only for out-of-pocket expenses actually incurred and given prior authorization by a vote of the board. Claimed expenses must be documented by original receipts. No expenses will be reimbursed for friends or relatives accompanying a board member on K-ACTE business. No expenses will be reimbursed for non-business related travel or extension of stay beyond completion of the business for K-ACTE.

Some expenses can be deemed unreasonable and unnecessary or extravagant. Such charges will be deemed personal and not reimbursable without compelling cause and at the discretion of the board.

Directors' and officers' errors and omissions insurance 2.29

It is the policy of K-ACTE to provide directors and officers liability insurance. The continuing need for such insurance will be reviewed each time the policy is due for renewal.

Board legal counsel 2.30

The board will annually designate legal counsel to serve the needs of K-ACTE. Legal counsel may be requested to attend board meetings by request of a majority of the board members or at the mutual agreement of the board chairperson and the executive director.

Only the board president, the executive director or their designee may contact legal counsel on behalf of the board. Costs billed to K-ACTE and associated with individual board members contacting legal counsel, auditors or other professional consultants without specific authority from the board of directors, will be billed to the board member making the unauthorized contact.

Board correspondence 2.31

Correspondence from the board will be approved by the board or its president. Except for reports which are legally required to be sent out over the secretary's or treasurer's name, all correspondence from the board will be over the president's name. All correspondence from the board will be written on K-ACTE stationery and will be prepared by the office of the executive director as directed by the board. Use of K-ACTE letterhead will be limited to official agency business only.

No material or information disclosed in executive sessions of the board will be released to any unauthorized person.

Affiliations 2.32

It is important that K-ACTE affiliate with other organizations such as state and national associations. Therefore, the board will include expenses for membership fees for K-ACTE in the annual budget. The board will annually review all affiliations and assess the cost-effectiveness of each before the expense is included in the annual budget.

Board members speaking for the board to the public or media 2.33

Individual board members may not speak to the public or the media on behalf of the board unless authorized by the board to do so.

When speaking about K-ACTE or about board action, board members should be careful to define when their remarks represent personal opinion and when their remarks represent official board position. Board members must be aware that they are always seen as board members even when they designate comments as personal.

Authority of board members 2.34

Board members have authority only when acting as a body in regular or special meetings of the board.

The board will not be bound in any way by any statement or action by any individual board member except when such statement or action is in pursuance

of an adopted board resolution or special instructions by the board, or under specified delegation of responsibility.

Board member term limitations 2.35

It is important to ensure a constant flow of fresh perspectives and new ideas come to the board. It is also important to maintain a significant number of experienced board members. The term limits if any of board members will be set by the bylaws.

Political and legislative activity 2.36

To ensure that K-ACTE supports legislative issues which further the basic interests of those we serve, and oppose legislative issues detrimental to our mission, the following guidelines are established:

- K-ACTE shall be nonpartisan in political matters, but shall support or oppose federal, state or local legislative issues as the board determines necessary and advisable. K-ACTE will not directly endorse any candidate or party.
- Staff or board members shall not engage, directly or indirectly in partisan activities as representatives of K-ACTE, and K-ACTE funds will not be used for that purpose.
- Board members and staff are free, as individuals, to participate in political activity as long as they do not utilize K-ACTE funds, K-ACTE time, or the K-ACTE identity.
- Board members and management of K-ACTE should be aware that, because of their position, they should exercise discretion at all times to not convey the impression that K-ACTE is endorsing a political candidate.
- The K-ACTE board is responsible for setting legislative goals for K-ACTE, and will review those goals at least annually.

Board member orientation and development 2.37

The K-ACTE board believes that professional development for board members is vital to good governance of K-ACTE. Therefore, new board members will be given, at the next regularly scheduled board meeting following their election, a thorough orientation about K-ACTE, board operations, finance, board ethics, responsibility and liability.

The board will also include in the annual budget of K-ACTE a line item for board development. The line item will be used to pay for publications and materials to assist the board to learn the job, training and in-service programs oriented to board operations and travel to conferences and conventions that will assist board members to develop their governance skills.

Board member orientation 2.38

The following will be the guide for orientation of all new board members:

I. Mission/values of K-ACTE

II. Term of office

- A. board meeting schedule
- B. board/committee structure
- C. expectations of attendance
- D. appointments/removal

III. Responsibilities

- A. board member job description
- B. board bylaws
- C. board officers and responsibilities
- D. election of officers
- E. meetings of the board (regular and special)
- F. quorum
- G. conduct of meetings
- H. conflict of interests
- I. code of ethics
- J. liability insurance
- K. expectations of executive director
- L. attendance at conferences
- M. expense vouchers
- N. abbreviations and acronyms used at K-ACTE
- O. board goals

IV. Organizational overview

- A. organizational chart
- B. annual reports
- C. area served
- D. financial audits
- E. management contract
- F. monthly financial reports
- G. relationship to other organizations
- H. target constituency

V. Board policies

VI. K-ACTE programs

A. purpose

B. program plan

Board self-evaluation 2.39

Performance accountability for the board can only be maintained at a high level through regular self-evaluation of the board's work. Therefore, the K-ACTE board will annually conduct a written self-evaluation of the board's performance for the past year. The evaluation will include, but not be limited to:

- quality of meetings
- committee performance
- progress on the long-range plan
- fiscal monitoring
- cohesiveness of the board team
- quality of the relationship with the executive director
- exercise of vision on behalf of the organization
- level of participation in board activities by all board members
- community/member relations

It will be the responsibility of the board president to initiate the board self-evaluation.

Board members as advocates for K-ACTE 2.40

Board members are potentially the most powerful advocates for K-ACTE programs and services, and are expected to take an active role in promoting K-ACTE. Advocacy opportunities for board members include fund raising, legislative lobbying, membership recruitment and public relations.

The board will annually discuss pending and potential legislative issues that will impact K-ACTE, and develop a report on the official K-ACTE position on those issues. That report will be distributed, as appropriate, to board members, staff, legislators, constituents and other interested parties.

The executive director will regularly bring opportunities for board member advocacy to the board, such as:

- requests for K-ACTE presentations to service clubs and other organizations.
- invitations to display K-ACTE programs at county fairs, home shows and other events.
- public events and gatherings.
- letter writing campaigns.
- appearances before funding bodies.

The executive director will ensure that each board member has a supply of brochures or other materials about K-ACTE programs and services, and inform board members about other equipment and materials available for advocacy activities such as slide shows and videos.

Measuring member needs and concerns 2.41

The K-ACTE board recognizes the importance of getting feedback from those we serve. Therefore, the board will regularly survey members for feedback about K-ACTE programs and services. Surveys may be done through a variety of methods such as focus groups and written surveys. Information gathered should include, but not be limited to:

- satisfaction with programs and services.
- reaction to potential new programs and services being considered.
- ideas for improvement of current programs and services.
- ideas for new programs and services to meet constituent needs.

The executive director will be responsible for conducting the surveys. Results of the member satisfaction surveys will be reported at least annually to

the K-ACTE board. Information gathered will be used to develop the K-ACTE long-range plan.

Requests for corporation information from K-ACTE 2.42

From time to time the public/members will request information or records from K-ACTE. To protect the corporation and those we serve, information will be released only under the following conditions:

- All requests for information, other than routine public information, about K-ACTE will be channeled to the executive director for a decision about releasing that information. If there is question about the appropriateness of releasing any information, the executive director will seek advice from the board of directors.
- Information about personnel matters will not be released to anyone outside the organization.
- Information discussed in executive session of the board will not be revealed.
- Proprietary information that could have an adverse effect on K-ACTE finances will not be released.
- Matters considered confidential under state and/or federal law will not be released.
- Information about legal matters that might have an adverse effect on K-ACTE will not be released.
- The K-ACTE mailing list will not be revealed, distributed, released or used except for proper K-ACTE business purposes. Insert new language resulting from fall board meeting.

Public communications 2.43

It is the K-ACTE board's policy to encourage release of information to the public regarding programs, board activities and consumer concerns. That communication will:

- maintain integrity in dealing with the public and the news media. The executive director (or designee) is the official spokesperson and shall provide the news media with a formal channel of communication.
- use the various news media for the promotion of K-ACTE programs and raise the community consciousness regarding K-ACTE services.
- communicate always in an accurate and honest way consistent with other related board policies.

News letter frequency inclusion

Chapter 3

Executive Director Responsibilities & Functions

The executive's role in the organization 3.1

In the conduct of the ongoing business of K-ACTE, the executive director is responsible for all business operations, including management of the assets of K-ACTE; hiring, training, promotion, discipline and termination of staff; and for establishing and maintaining the business organization and structure to efficiently conduct the management functions of K-ACTE.

The executive director plans for and administers a program providing service in accordance with K-ACTE's stated purpose and in such a manner that optimum results are achieved in relation to the resources of the agency, and operates under the general direction of the K-ACTE board of directors.

Executive communication/counsel to the board 3.2

The executive director will provide information and counsel to the board. Accordingly, he/she will:

- make the board aware of special events, relevant trends, material external and internal changes and the assumptions upon which any board policy has previously been established.
- submit required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored.
- marshal as many staff and external points of view, issues and options as needed for fully informed board choices.
- present information in a form that is understandable and of reasonable length.

Delegation to the executive director 3.3

The board's job is generally confined to establishing topmost policies, leaving implementation of board policy to the executive director. All board authority delegated to staff is delegated through the executive director.

The executive director is authorized to establish all further policies, make all decisions, take all actions and develop all activities which are true to the board's policies. The board will respect the executive director's choices so long as the delegation continues. This does not prevent the board from obtaining information about activities in the delegated areas.

Continued...Delegation to the executive director **3.3**

No individual board member, officer or committee has any authority over the executive director. Information may be requested by such parties, but if such request, in the executive director's judgment, requires a material amount of staff time, he/she may request action of the board.

Acting with the authority granted above, the chief executive may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics for the "prudent person" test, in violation of funding source requirements or regulatory bodies, or contrary to explicit board constraints on executive authority.

Areas of responsibility delegated to the executive director 3.4

In the area of **human resources**, the executive director relates both to the board and to the staff of K-ACTE, but has ultimate responsibility to the board.

For the **board of directors**, the executive director:

- develops and recommends to the board of directors, specific, written, long and short-range plans for the development of K-ACTE programs and services.
- maintains appropriate relations with the board and various board committees, and keeps them informed.
- interprets trends in the fields of service in which K-ACTE is engaged, by maintaining involvement in the professional field as a whole.
- assists with orientation and training programs for the board.

For the **K-ACTE staff**, the executive director:

- supervises and directs key staff in the performance of their duties.
- evaluates the performance of key staff members.
- provides overall control of and direction for the personnel of K-ACTE, including active participation in or approval of personnel actions.
- manages volunteer staff activities.

Continued...Areas of responsibility delegated to the executive director **3.4**

In the area of **planning**, the executive director:

- evaluates the services being provided by K-ACTE in relation to specified goals and standards, and recommends modifications, where appropriate.
- recommends new programs to the board.

In the area of **finance**, the executive director:

- prepares K-ACTE budgets and is accountable for control of these resources once approved.
- directs all financial operations of K-ACTE.

In the area of **member relations**, the executive director manages all activities including coordinating board activities in this area.

In the area of **public relations**, the executive director interprets the function of K-ACTE to the community by assisting the board, through direct involvement and through public relations programs, including personal contact, descriptive program literature, and the media.

In the area of **interagency relations**, the executive director:

- maintains appropriate relations with other professional and service groups in the community.
- maintains appropriate relations with federal, state, and local government units.
- maintains appropriate relations with other agencies in similar fields of service.

In the area of K-ACTE **organizational operations**, the executive director:

- recommends policies to the board and/or assists the board in the formulation of policies for the effective and economical operation of K-ACTE and its programs.
- ensures implementation of the policies adopted by the board.
- has chief administrative responsibility for maintenance of agency facilities, and regular reporting to various bodies.
- carries chief staff responsibility to ensure that legal obligations of K-ACTE are met.

Monitoring executive performance **3.5**

Monitoring executive performance is somewhat synonymous with monitoring organizational performance. The board delegates management to

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the executive and must have a process for ongoing monitoring of the executive's performance of the delegated duties. The purpose of monitoring is to determine the degree to which board policies are being fulfilled.

The board will monitor executive performance by awareness of the executive director's job description, careful attention to all reports delivered to the board and through an annual written evaluation of the executive's job performance.

Board/executive director relationship 3.6

The board of directors recognizes and maintains the following guidelines in the board's relationship with the executive director:

- Good management is recognized as one of the key factors in the success of the organization. The board reserves the authority to establish policies, approve plans, and programs and delegate authority to the executive.
- The board will approve policies and long-range plans and programs for K-ACTE, and delegate authority to the executive to execute and carry out the policies, plans and programs. The executive will be responsible for hiring capable personnel within the limitations of board policy and budget constraints, determining the appropriate compensation, training, supervising, disciplining and terminating if necessary.
- Board members will refrain from individually discussing management and personnel issues with K-ACTE personnel other than the executive director. The board, in consultation with the executive director, may confer with key personnel at regular or special meetings of the board.
- Authority for management of K-ACTE will be through the board of directors to the executive director, then to other personnel. The board will require full and timely information from the executive director concerning pertinent matters that relate to the management of K-ACTE.
- The board recognizes that efficient management of K-ACTE can exist only through mutual understanding and cooperation between the board and the executive director. The board also recognizes that the executive director is accountable to the board to show results, but the executive director cannot perform well and show good results if not given latitude to exercise independent judgment in executing board policy. Therefore, the board grants that latitude of judgment and discretion and expects full accounting of performance from the

executive director.

- The board will be responsible for a systematic annual evaluation of the executive director's performance. The evaluation will be for the purpose of improving the executive director's performance and to provide a basis for consideration of the executive director's contract for the next year.
- The executive director's contract with K-ACTE may be terminated for cause upon written notice to the executive and in accordance with the board/executive contract in effect.

Board/executive director responsibilities 3.8

To assist the board and executive director to work as a team, the following principals will guide the team members to determine responsibilities of each part of the team:

- Responsibility for determining general policy shall be entrusted to the board. The executive director shall keep the board informed regarding the progress of all important K-ACTE programs.
- The board represents the membership in setting the goals and establishing the basic policies and long-range goals for K-ACTE. It shall refrain from involvement in the administrative functions except to monitor and evaluate.
- The board shall transact official business with professional staff members and other program employees only through the executive director.
- The executive director shall be responsible for administering the program in accordance with board policies and regulations.
- The executive director shall be responsible for the selection and assignment of staff. This responsibility may be delegated by the executive director to other supervisory personnel.
- The executive director and staff shall prepare, and submit for board action, an annual budget.
- The executive director shall provide the board with data and information to enable the board to make effective decisions.
- The executive director shall provide the board with periodic reports as

the board feels are necessary to allow board members to make accurate decisions.

Executive director succession policy 3.9

A policy for executive director succession must include two parts – the process the board will follow **to replace a retiring executive director**, and a process to continue uninterrupted service **in the event of sudden loss of the executive director**.

Resigning or retiring executive director

The process for replacing a resigning or retiring executive director will be as follows:

- The board will determine the exact retirement date of the current executive director.
- The board will determine a specific target date to bring on a new executive director. This target date will be flexible to allow the selected candidate some latitude in the beginning date.
- The board will designate an interim executive director to serve for the time between the ending date of the current executive director and the beginning date of the new executive director. Board members are not eligible to serve as the interim executive director.
- The president will nominate a Search Committee of not less than three board members and not more than five board members. If possible, the current executive director will be an ex-officio member of the Search Committee. The President may appoint up to two additional Search Committee members from outside the board such as former board members, community leaders or other persons who would be a valuable resource to the committee. The president will seek board approval of the nominees.
- The board will consider the need for any changes to the management structure before the search for a new executive director.
- The Search Committee will begin as soon as possible to:
 1. update the job description for the executive director.
 2. develop a profile of the preferred candidate.
 3. determine the feasibility of utilizing a search firm to assist the board in the search.

4. determine salary range and terms of the contract to be offered.
5. identify appropriate advertising media to be used.
6. establish a schedule to complete interviews, reference checks and final selection.
7. determine who will conduct the interviews and what questions will be asked.
8. determine the extent of staff and community involvement in the search process.
9. establish a process for communicating search progress to the board and staff.

- The Search Committee will seek approval of the full board for all of the above.
- The Search Committee will recommend no more than three nor less than two candidates for review.
- The board will interview the final candidates and select the new executive director.
- External candidates and current employees will be invited to apply for the position.
- The board will set dates for three-month and six-month reviews of executive director performance. These reviews will be informal discussions between board and executive director for the purpose of assisting the executive director to understand board needs and intent, as well as affirmation of good executive director performance. The board will do a formal written performance evaluation of the executive director after approximately one year of employment and then annually.

Sudden loss of executive director

The process to continue uninterrupted service in the event of sudden loss of the executive director will be as follows:

- Annually, the board will designate one staff person who will assume the duties of the executive director if, in the judgment of the board of directors, that becomes necessary.
- The current executive director will compile a list of vital instructions for an interim executive director and update that list annually.
- The list will include, but not be limited to, such information as:

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1. a staff flow chart showing chain of command and a list of responsibilities of all management personnel. The list will also include special instructions about which staff members should be consulted for special assistance in such areas as personnel management, maintenance, finance, computer operations and other essential functions of the organization.
2. location of all bank accounts and financial records, and instructions about disbursement authority.
3. location of all vital documents, such as policies and contracts.
4. location of all computer backup files.

- If it becomes necessary to implement these emergency procedures, the board of directors will meet as soon as possible with the designated interim executive director to:

- A. establish a plan for continued operation.
- B. officially designate the selected staff person to be the interim executive director.
- C. establish a schedule of board meetings to provide adequate support for the interim executive director.

- As soon as possible after the designation of the interim executive director, the board will implement the applicable procedures from the first half of this policy.

Chapter 4

Board Meetings

Conduct of meetings 4.1

So meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among board members, between the board and the executive director, and among the board, executive director and those the board and executive director request to make presentations.

Board calendar 4.2

A calendar of agenda items will be established by the board annually before the beginning of the board year. The calendar will list agenda items that regularly require board action during specific time frames each year, such as approval of the budget, renewal of contracts, evaluation of the executive director, the board planning retreat and other standard annual events. At its organizational meeting each year, the board will determine the regular meeting dates, time and place for the next year.

Regular meetings 4.3

Quarterly meetings may be face to face or by electronic means as set forth in section 4.9 of this Chapter. In no event shall less than two meetings per year be face to face. So that board members can schedule for these meetings well in advance, the specific dates will be established for the full year at the board's organizational meeting each year. The board will make every effort to maintain those dates as board meeting dates.

In addition, the board may conduct meetings by conference call or other means as scheduled by the President, to facilitate the business of the organization between the quarterly meetings

Special meetings 4.4

Special meetings of the board are face to face meetings that may be called by written notice signed by any four (4) Directors. A call for a special meeting will state the business to be addressed by the board at the special meeting and is effective when received by the President. Every member of the board must be notified of the special meeting at least two (2) weeks prior to the established meeting time when possible.

Absence from meetings 4.5

When a board member is absent from three consecutive quarterly meetings as defined in 4.3 above, and is not excused by the board, the other members of the board may declare the position vacant by a majority vote of the board, and will notify the affiliate executive committee that appointed the board member in question and the absent member by certified mail. The vacancy will be filled by the board members' affiliate as required by and in accordance with the bylaws by the next regularly scheduled board meeting.

Open board meetings 4.6

The K-ACTE board welcomes and encourages members of the organization (visitors) to attend regular meetings of the board. However, those attending board meetings, other than the board and the executive director, will be asked to sit away from the board table in an area designated for visitors to the meeting.

Visitors will also be asked to refrain from taking part in the board's deliberations except upon request from the board, and otherwise not disrupt the board's work.

Visitors may ask for time on the board agenda if the request is made to the executive director at least three days in advance of the board meeting. The executive director and the board chairperson will determine if the request to be on the agenda is honored, and how much time will be allocated to the agenda item.

Closed meetings 4.7

All regular meetings of the board will be open to members, except as specified below. The board will close its meetings only when:

- discussion by the board could harm the reputation and character of any person.
- information discussed by the board could have an adverse legal impact on the organization's legal position if the information were public knowledge.
- information discussed by the board could have an adverse financial impact on the organization if the information were public knowledge.

To close a meeting, a motion must be made and approved by a majority of the board stating the specific reasons for closing the meeting. Business conducted in the closed session must pertain directly to the stated purpose for closing the meeting.

Meeting agenda packet **4.8**

All matters to be considered by the board at the meeting will be included on the agenda and in the board packets delivered to board members via email at least four days prior to the meeting. The board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the board.

Meeting agendas will be developed by the executive director and approved by the board president prior to distribution to other board members.

All board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for board information, and only by consensus of a majority of the board members. A board member or the executive director may request changes to the agenda during the item on the agenda that asks the board to approve the agenda.

The K-ACTE board meeting agenda will approximate the following outline:

- call to order by the board president or other presiding officer and determination of a quorum
- approval of agenda
- consideration, correction and approval of minutes of the previous meeting
- member comments
- consideration and acceptance of the financial report
- standing committee reports and recommendations for board action
- special committee/task force reports and recommendation for board action
- unfinished business
- new business
- adjournment

Meetings by conference call **4.9**

The K-ACTE board may hold board meetings by conference telephone calls or other means approved by the board.

All board meetings in which one or more of the board members are participating by telephone or other means will be conducted under the following rules:

- All board members participating in the meeting must be able to hear each other.
- All rules for calling meetings and notification of board members as spelled out in other sections of this policy manual will apply.
- All rules for conduct of meetings, including role call and quorum, will be followed.
- Minutes of the meeting will be kept. Minutes will be reviewed and adopted by the board at the next regularly scheduled board meeting.

Staff attendance at board meetings 4.10

Since it is the policy of the K-ACTE board to hold our executive director accountable for all management of K-ACTE, it is left to the executive director to invite any staff to the board meeting that the executive director needs as resource for issues the board will consider during the meeting.

Electronic recordings of board meetings 4.11

To ensure the greatest amount of discussion and debate at board meetings and committee meetings, no electronic recording devices will be permitted for use by individual directors or guests at the meeting.

Voting 4.12

All members of the K-ACTE board who are present when a question is put will vote upon the question unless excused by the other members present or unless disqualified by conflict of interests. Results of the vote will be recorded.

Voting on all motions will be by voice unless requested otherwise by a member of the board, at the direction of the president, or required by these policies.

A board member who is present at a meeting of the board at which action is taken on any corporate matter, will be presumed to have concurred in the action taken unless the dissent of the board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple "no" vote on the action.

A board member who is absent from a meeting of the board at which action is taken will be presumed to have concurred in the action unless the board

member files a written dissent with the secretary of the board within five (5) working days after learning of the action or the meeting was a closed meeting.

Quorum 4.13

A quorum for the purpose of conducting official board business will be governed by the K-ACTE bylaws.

Disqualification for voting 4.14

No member of the K-ACTE board may vote on any matter in which the board member has a direct or indirect financial interest.

No member of the board of K-ACTE will have proprietary business dealings with K-ACTE which directly or indirectly results in gain or profit to such board member or employee unless he/she first files a sworn statement with the president of the board of the intent to have such business dealings, and states therein the nature, type, and extent of the transaction and interest of the board member. Remaining board members must, by majority vote, give approval.

Minutes of the board meeting 4.15

Records of all actions of the board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the K-ACTE board.

The office of executive director will be custodian of the minutes. However, it is vital that all members of the board and the executive director be able to fully participate in the discussions and deliberations, so minutes will be recorded in writing during each meeting by the staff or by a volunteer member of the K-ACTE.

Minutes of the meeting are a record of the actions of the board, not a record of discussion. Minutes of K-ACTE board meetings will include:

- the date, time and place the meeting was called to order.
- the type of meeting--regular, special or continued.
- the name of the presiding officer.
- a statement that a quorum was or was not present.
- the names of those board members present and the names of those board members absent from the meeting.
- the exact wording of all motions, whether passed or failed.
- disposition of each motion made--passed or failed. (If the vote is by roll call, each board member's vote will be recorded by name. No views, protests or explanations from board members about the vote will be recorded in the minutes unless the full board votes to allow such entries.)

- notation of each committee report.
- notation that financial reports were examined and approved by the board.
- notation of time of adjournment of the meeting.

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

Parliamentary authority 4.16

Meetings of the K-ACTE board will be governed by the parliamentary rules as outlined in Robert's Rules of Order Newly Revised in all cases where current bylaws and current board policies do not apply.

Chapter 5

Organizational Finance

Fiscal year 5.1

The KACTE fiscal year will be the first day of January to the last day of December.

Financial management 5.2

Financial resources of KACTE are the responsibility of the board of directors. The board will:

- have a clear plan for acquisition of financial resources to pay for the programs and services provided by KACTE.
- provide guidelines for management and allocation of financial resources which will produce optimum benefit for those we serve.
- monitor and evaluate the financial plans and guidelines of KACTE to ensure the financial integrity of KACTE.

Budgeting 5.3

An annual operating budget will be prepared by the Treasurer with the assistance of the executive director and presented to the board for approval at the summer Board meeting preceding the House of Delegates. The budget will reflect the cost of carrying out the programs and services of KACTE for the next fiscal year. This budget will also reflect the anticipated revenues of KACTE.

The budget will be viewed by the board as their financial plan for KACTE and upon their approval they will submit it to the House of Delegates for its approval. The approval of the budget by the House of Delegates will be authority for the executive director to manage KACTE's finances according to the plan without seeking further approval of the board. However, the executive director will keep the board well informed of the ongoing status of the financial plan at least quarterly, and will not make expenditures outside of the budget plan without seeking board approval to amend the budget. Amendments to the budget will be presented to the board for approval for any of the following reasons:

- KACTE enters into compacts or contracts that were not included in the approved budget.

- Management proposes a major expenditure that was not included in the approved budget.
- Significant unanticipated revenues are received or cost overruns occur.

Working capital reserves 5.4

A working capital reserve sufficient to keep KACTE operating for at least a 180-day period will be maintained. 90 days of working capital reserves shall only be used for organizational emergencies and/or costs related to dissolution or the avoidance thereof. The remaining 90 days of working capital reserves may be used for special projects and member support following submission in writing of the need therefore by the requesting party and approval by the board by no less than a two thirds majority. The board must in it's motion for approval adopt a plan for the restoration of the working capital reserves expended for special projects or member support.

Accounting 5.5

The accounting system used by KACTE will utilize generally accepted accounting practices that are required and/or recommended by regulatory or lending agencies and the KACTE auditor.

The accounting practices and procedures used by KACTE will allow for adequate management of KACTE's revenues and expenses, and will provide adequate systems of monitoring by the board of directors as well as outside auditors.

Financial reports and audits 5.6

Reports reflecting the financial condition of KACTE will be presented to the board quarterly. These financial reports will include:

- at least quarterly status of expenditures on major capital projects.
- quarterly balance sheet.
- quarterly profit and loss statement for the month and year-to-date comparison to the budget.

An internal control process will be established and maintained. The executive will report, at least quarterly, any significant findings contrary to that process. Gross violations or breach of trust will be reported to the board immediately upon discovery.

An annual audit or review of KACTE's finances may be conducted by an independent auditor appointed by the board at such times as the board deems necessary and prudent but in no event not less than every five years. The scope of those audits will be determined from time to time by the board.

When such an audit or review is to be conducted, the executive director will solicit bids for the services to be rendered from two or more qualified firms, and will recommend to the board a firm to perform the audit. The board's selection will be based on consideration of cost, professional qualifications, reputation and relevant experience. Should only one response be received to the RFP, the board may elect to issue another RFP or accept the sole proposal upon.

Signing checks 5.7

Authorized signatories for all general fund accounts may include the president of the board, the treasurer of the board, the executive director or other board members designated as signatories by the board.

The executive director is responsible for disbursing funds after the approval of the Treasurer or in the Treasurers absence another member of the Executive Committee except as provide below.

The executive director may authorize the use of a signature stamp for checks below \$2,500. The signature stamp will contain the facsimile signature of the executive director. All checks over \$2500 will be signed by the executive director.

The executive director is authorized to pay vendors for such matters that occur within the day to day business operations requiring immediate payment such as COD, postage and printing up to an amount of \$1000 without the prior approval of the Treasurer. The payment will be included in the next report to the Treasurer.

It is the responsibility of the executive director to ensure that prompt payments are made on obligations of KACTE. It is also the responsibility of the executive to ensure that adequate controls and safeguards have been established to ensure disbursement of funds only for proper purposes.

It is the responsibility of all check signers to ensure that there is adequate documentation, consistent with good internal controls, for valid payment of checks they sign.

Use of credit cards 5.8

The KACTE will not have any credit cards in its name.

Purchase orders 5.9

Staff purchases of supplies and materials will be made only when authorized by the executive director or a member of the management staff authorized by the executive director to approve such purchases.

Contracts 5.10

The executive director may approve service agreements and contracts that cost less than \$10,000 annually or over the contract life. The executive director may also approve agreements which continue the same service level and cost from a prior contract. These agreements must be done within the approved budget line item spending limits. All other contracts must be approved by the board of directors. New contracts which cost more than \$10,000 annually or over the contract life shall require an attorney review and opinion to assure the agreement is legally sound and that KACTE interest is protected.

All service agreements and service contracts shall be awarded on the basis of cost, experience, and references. No contracts may be written or awarded to employees or board members or their immediate family.

At a minimum, all contracts must contain the purpose, effective dates, authorized signatures, amount to be paid, how liability risks are covered or met, and services to be provided.

Investment practices 5.11

Funds not required for current operations will be invested according to an investment plan approved and revised annually by the board with the advice and counsel of a qualified investment advisor.

Investments may be made at the discretion of the executive director within the plan adopted by the board, with the advice of the board's qualified investment advisor, which must have the prior approval of the board.

The executive director will present reports to the board at least quarterly which show the status of all investments, including the rate of return and current market value.

Executive limitation 5.12

The executive director may not risk financial losses to KACTE beyond those that may occur in the normal course of business. The executive director will:

- ensure against embezzlement, casualty losses to full replacement value, and against liability losses (to board members, organization or staff) beyond the minimally acceptable prudent level.
- ensure that all personnel with access to significant amounts of KACTE money are appropriately insured or bonded.
- ensure that facilities and equipment are properly maintained.
- limit exposure of KACTE, the board or staff to claims of liability.
- disburse funds only under controls sufficient to meet the board-appointed auditor's standards.
- invest operating capital only in secure short-term investments.
- ensure off-site backup of all computers and other financial records necessary for uninterrupted operation of KACTE.

Spending authorizations 5.13

The executive director may make expenditures consistent with the board-approved budget without further board approval. However, expenditures that are not within the board-approved budget must be formally approved by the board of directors.

A list of anticipated major expenditures should be included with the annual budget that is submitted to the board for approval.

Delegation of spending authority 5.14

The board of directors is recognized as the ultimate spending authority for KACTE. To more efficiently conduct KACTE business, the executive director will annually, recommend for board action the delegation of authority to specific employees to approve various types of expenditures of KACTE funds. That authority will remain in effect for one year unless specifically revoked by the board. Clear restrictions and controls will apply to all expense approval levels.

The employee or board member officially holding an authority to approve expenditures of funds is expected to personally exercise that specific authority. Allowing another person to use the authorized signature is not acceptable.

No employee shall approve a transaction which will result in personal gain, or which is executed personally. Approval must be at the next highest level of authority.

Approval of travel and personal expenses will always be at the next highest level of authority for every employee. Executive director expenses will be approved by the board treasurer or the full board. Board member expenses will be approved by the full board.

No employee shall approve a transaction in which a conflict of interest exists.

If there is any doubt about the propriety of an expenditure, the employee should not approve the expenditure, but rather refer approval from a higher authority.

Insurance/bonding protection of KACTE 5.15

The executive director will recommend to the board all necessary insuring or bonding of staff members who handle KACTE funds and recommend to the board any appropriate insurance protection to protect the finances of KACTE.

Charitable donations by KACTE 5.16

Because of the nature of the mission of this organization, KACTE does not make charitable contributions.

Bad debts owed to KACTE 5.17

If the total receivable from any one individual or organization is \$100 or less, the executive director may authorize the debt to be written off if he/she believes the debt is uncollectable.

Write-offs of debts over \$100, which the executive director believes are not collectable, may be authorized only by a vote of the KACTE board of directors.

Delinquent accounts may be assigned for collection to either legal counsel or a collection agency, or taken to small claims court, as the executive director

deems appropriate. Collection efforts will continue even after write-off until actually collected or the attorney, collection agency or small claims court deems further efforts will be futile or not cost-effective.

Chapter 6

Board Officers

Officers of the board and job definitions 6.1

Officers of the board will be a president, first president-elect, second president-elect, and treasurer. The Officers of the board shall be elected in accordance with the Constitution and Bylaws by a majority vote of membership from a slate submitted by the nominating committee at the annual House of Delegates meeting of the K-ACTE.

The president of the K-ACTE will collaborate with the executive director to prepare board meeting agendas, preside at board meetings, sign official documents requiring signature, and may represent the board in public and official capacities as instructed by the board. The president will also:

- chair the Executive Committee;
- make special assignments and appoint representatives to other organizations;
- act as the liaison between the board and the executive director;
- encourage the board to do long-range planning;
- assist board members to develop their leadership skills as board members;
- act to discipline board members who violate ethical standards of the board;
- encourage all board members to participate in board activities;
- ensure that all board members' views are represented in board meetings.

The first president-elect of the K-ACTE will preside at board meetings in the absence of the president and assume the office of the president if the board determines that the president can no longer serve. The first president-elect will also:

- serve on the Executive Board;
- work with the president to be prepared to assume that office if necessary;
- manage special assignments as requested by the president.
- serve as the conference committee Chair.

The second president-elect of the K-ACTE will:

- serve as the membership committee liaison to the Board;
- perform such other duties as requested by the president or board;

The **treasurer** will oversee:

- the K-ACTE funds and financial records;
- collection of members' dues;
- the establishment of proper accounting procedures for the handling of the funds;
- the performance of any audits or reconciliations by a certified public accountant;
- report on the financial condition of the K-ACTE at all meetings of the Board of Directors, House of Delegates and at other times as called upon by the president;
- prepare along with staff an annual operating budget for board approval at the fall board meeting;
- assist the board to understand the annual budget before approval.

Officer election process 6.2

Officers shall be elected as set forth in the bylaws.

Terms of office 6.3

Terms of all officers shall be as set forth in the bylaws. Only properly elected or appointed members of the board may serve as officers of the board.

Officer authority 6.4

Officers of the board are elected to be servant-leaders of the board. All authority of the officers is delegated to them by the board of directors. No officers will have any authority to speak or act on behalf of the board other than that authority specifically granted in the K-ACTE bylaws, in board policy or by majority vote of the board of directors.

Vacancies of officer positions 6.5

If a vacancy occurs in any elected office because of resignation, death, ineligibility to hold office or formal removal of an officer by the board, the board will proceed to fill the vacancy as set forth in the bylaws.

If the vacancy occurs in the president's office, the first president-elect will assume the office as soon as the board of directors declares the position vacant.

Removal of officers 6.6

The K-ACTE board has the right to remove any officer from that elected position by the same authority that elected the officers. Officers may be removed from office for:

- gross or willful neglect of the duties of the office;
- misuse of K-ACTE funds;
- failure to attend board meetings regularly;
- illegal activity as a member of the board;
- acting in any manner detrimental to K-ACTE as determined by the Board.

Petition for removal of any officer from office shall be endorsed by at least one-third of the board of directors.

Chapter 7

Committees of the Board

The board may establish or abolish standing or special committees as necessary as provided by the bylaws.

Committee purpose 7.1

It will be the purpose of any committee appointed by the K-ACTE board to assist the board of directors to govern more efficiently. Committees will be used to investigate, deliberate and analyze special issues on behalf of the board.

Committee authority 7.2

Any committee established by the board will have only the powers specifically delegated to it by the board. Functions of each committee will be in writing as part of board policy or recorded in the minutes of the meeting at which the committee was established.

Committee accountability 7.3

Committees are a subsidiary of the board, and will be expected to report their work to the full board on a regular basis. Each committee will be expected to make recommendations to the board for action, such recommendations to be made by a member of the committee in the form of a motion at a full board meeting.

The K-ACTE board will review the work of each committee quarterly and determine which committees will be reappointed and which committees will be abandoned as no longer necessary.

Appointment of committees 7.4

The officers will appoint the members of all standing committees within 30 days after the annual convention.

Non-board members are encouraged to serve on committees. In appointing non-board committee members, an effort will be made to appoint members as a means of leadership development. Committee candidate recommendations may be made to the officers by any member in good standing.

Ex officio committee members 7.5

The president of the board will be an ex-officio member of all committees. The executive director or the executive's delegated representative will be a nonvoting member of all committees as a resource to the committee.

Duties of committee members 7.6

Duties of the members of individual committees will vary, but certain basic committee member responsibilities remain the same for all committees. Those responsibilities include:

- attending all meetings of the committee to which the member is assigned;
- preparing for committee meetings by studying the agenda and researching issues to be discussed at committee meetings;
- actively participating in discussions at committee meetings;
- following through promptly on any assignments for the committee.

Committee meetings 7.7

The committee chairperson will convene all meetings of the committee or a majority of the committee members may call a committee meeting. Meeting dates will be coordinated with the executive director to avoid conflict and to ensure completion of staff support and research for the committee. Meetings may be held by conference call.

Minutes will be kept of committee meetings by a designated committee member. Committees will submit a written summary of committee actions and recommendations to the board in the board packet for the meeting at which committee recommendations will be considered.

Guidelines for the committee chairperson 7.8

The committee chairperson will be expected to lead the committee just as the president is expected to lead the board. The committee chairperson is accountable for ensuring the productivity of the committee by:

- Planning the agenda for the committee meetings;
- Ensuring that all members of the committee are notified of committee meetings;
- Convening committee meetings, and keeping meetings on track;
- Appointing a member of the committee to keep a written record of committee actions;
- Encouraging the committee to take action on the issues discussed by the committee;

- ensuring that reports and recommendations for action from the committee are presented to the full board;
- leading the committee to evaluate its own operations;

Executive Committee 7.9

The executive committee will consist of the officers of the K-ACTE in accordance with the bylaws. This committee will meet as necessary to prepare issues to be presented to the board and/or to make emergency decisions on behalf of the board between quarterly board meetings of the board of directors or when it is not possible to assemble a quorum of the board. The executive committee will have no power other than those powers as may be delegated to it by the articles of incorporation, the bylaws, or the board of directors from time to time.

Audit Committee 7.10

The board audit committee will be responsible for assisting the K-ACTE board of directors by:

- Overseeing the quality and integrity of the K-ACTE's budgeting, accounting, internal auditing, and reporting practices.
- Making recommendations to the board from time to time for appropriate policies concerning audit and financial control matters, including without limitation a policy concerning levels of expenditure authority.
- Meeting once a year at the K-ACTE office to review the finances including but not limited to, bank statements, invoices with supporting documentation and financial practices.

Legislative committee 7.11

The Legislative Committee will be responsible for:

- Reviewing legislative proposals from K-ACTE members;
- Recommending to the Board an annual legislative agenda at the regular Board meeting of the K-ACTE fall leadership meeting;
- Overseeing the quality and integrity of the K-ACTE's legislative positions and reporting practices;
- Making recommendations to the Board from time to time for appropriate policies concerning legislative matters.

Conference committee 7.12

The Conference Committee shall be comprised of the President and President-Elect of each member affiliate, a representative of KSDE, and KBOR with the K-ACTE 1st President-Elect as the Chair of the Committee. The K-ACTE Conference Committee's purpose is to assist in the planning and preparation of the annual summer conference. The committee will:

- Work closely with K-ACTE staff to achieve said purpose;
- Ensure that each member affiliate is responsible for securing presenters and setting their individual affiliate schedule;
- Determine the conference theme;
- Determine conference session topics;
- Aid the KSDE in determining keynote speakers and individual session speakers and make initial contact;
- Determine conference format with input from K-ACTE staff in considering the accommodation of vendors and speakers;
- Review conference evaluations for action items;
- Recommend to the Board an annual Conference schedule, location and dates.

The Conference Committee will meet as needed to prepare and perform the tasks necessary for the holding of the CTE annual summer conference. Meetings, when possible, should be conducted in person, although meetings via conference call are an option.

The committee chairperson is responsible for providing written reports for dissemination to the board of directors at least one week in advance of each board meeting. The chairperson shall attend each board meeting when practicable to provide a briefing and facilitate discussion on any conference matters that need to come before the board.

The K-ACTE Conference will reflect the commitment to all the affiliate associations.

Resolutions, Constitution, and Bylaws committee 7.13

The committee shall review current Constitution and Bylaws to ensure they remain current and in compliance with non profit best practices and all state and federal laws. The committee shall prepare such necessary resolutions and recommendations to accomplish the lawful purpose of K-ACTE as set forth above and submit them to the Board for approval. Suggested resolutions shall be submitted to the committee a minimum of 90 days prior to a House of Delegates for its consideration. The committee

will make recommendations to the board regarding proposed resolutions. The Board shall submit proposed resolutions to the total membership 30 days prior to a House of Delegates Assembly.

The Committee shall, with the assistance of staff and legal counsel, craft and update as necessary a Policy Manual to insure that policy actions taken by the Board of Directors are memorialized and made part of the operation of KACTE.

Nominating/Awards committee 7.14

The committee shall be responsible for establishing a slate of candidates for the K-ACTE officer's positions for approval by the House of Delegates at the summer conference as described in Section 5 of the bylaws.

The committee shall also establish appropriate membership and other awards, as well as appropriate criteria, eligibility, application procedures and deadlines for such awards to be presented to the Board for approval.

- Membership and other awards, as well as the criteria, eligibility, application procedures and deadlines for such awards shall be established to closely parallel those of the Association for Career and Technical Education;
- Awards that may be given each year in addition to those established by the Association for Career and Technical Education may include, but are not limited to:
 - Presidential Award - Award to be given to the outgoing president of the organization;
 - 100% Membership Award - Awards given to institutions or affiliate districts that have 100% membership in *ACTE*, *K-ACTE*, and the appropriate affiliate on the state level.

The Committee shall review all applications for Region V Fellowships or any other similar award or honorarium that may now exist or exist in the future requiring the recommendation of KACTE and/or the signature of an Officer, Director or the Executive Director. The Committee shall make a recommendation to the Board of Directors regarding the approval or the denial thereof. The Board will take into account the recommendation of the Committee, but will not be bound by same, before authorizing or denying an Officer or Director to take action on behalf of KACTE.

Membership 7.15

The committee shall be responsible for the administration, recruitment and retention of all matters related to membership. The committee shall actively seek all types of membership set forth in the Constitution, Article IV.

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Membership 7.15

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Chapter 8

K-ACTE Equipment

K-ACTE equipment 8.1

All items purchased belong to K-ACTE and are to be used for K-ACTE needs. A list of equipment belonging to K-ACTE will be maintained by the Executive Director and provided to the Treasurer and Audit committee annually.

Gifts acceptance 8.2

The K-ACTE board encourages gifts of materials, equipment, money or gifts in kind. However, the board also recognizes that all gifts may not be acceptable to K-ACTE needs or principles, and may involve expenses beyond the value of the gift.

Therefore, before acceptance, all gifts must be approved by the board of directors as appropriate for K-ACTE needs and within the boundaries of the established mission and philosophy of this organization. If there is question about the appropriateness of the gift, the executive director will bring the issue to the board for resolution.

The K-ACTE board encourages those who give gifts to the organization to allow the most appropriate use of the gift to be determined by the board, and executive director who will give serious consideration to the wishes of the donor. However, final decision of how a gift will be used always remains with the board with the advice of the executive director of K-ACTE. If the donor cannot accept this regulation, the gift will not be accepted by K-ACTE.

K-ACTE will provide acknowledgement of receipt of all gifts accepted by the organization, but K-ACTE will not be responsible for appraisal of the value of a gift for income tax or other purposes. K-ACTE will provide notice of 501(c)(3) tax exemption status and that such gifts may not be deductible for income tax or other purposes.

Chapter 9

Board Member Job Description

Board member responsibilities 9.1

Board members are responsible for determining K-ACTE policy in human resources, planning, finance, community relations, and organizational operations.

Human Resources - Board members have **three key responsibilities** in this area:

- board membership, which includes recruiting new board members, recognizing and nurturing existing board members, and providing existing board members with opportunities to grow and develop as leaders;
- executive director oversight, which includes hiring, termination, disciplining and ongoing evaluation of the executive director;
- Independent contractor policies, which includes policies relating to the executive director and his/her staff.

Planning - Board members have **three key responsibilities** in this area:

- establishing and reviewing K-ACTE mission/philosophy/goals;
- planning which services/programs K-ACTE provides; and
- evaluating K-ACTE services/programs and operations on a regular basis.

Finance - Board members have **four key responsibilities** in this area:

- ensuring financial accountability of K-ACTE;
- overseeing an ongoing process of budget development, approval and review;
- raising funds and/or ensuring that adequate funds are available to support K-ACTE's policies and programs; and
- overseeing properties or investments of K-ACTE.

Community Relations - Board members have **three key responsibilities** in this area:

- ensuring that K-ACTE's programs and services appropriately address the needs of the K-ACTE membership;
- advocating for K-ACTE's services/programs, which includes an awareness that board members are always emissaries of K-ACTE in the community; and

- cooperative action, which includes determining occasions when K-ACTE could/should take part in coalitions, joint operations, etc.

Organizational Operations - Board members have four key responsibilities in this area:

- ensuring that K-ACTE's management systems are adequate and appropriate;
- ensuring that the board's operations are adequate and appropriate, which includes writing policies for conduct of meetings and operation of board business;
- ensuring that organizational and legal structure are adequate and appropriate;
- ensuring that K-ACTE and its board members meet all applicable legal requirements.

Performance expectations for board members 9.2

In performing duties as a member of the K-ACTE board, every board member is expected to:

- demonstrate a strong belief and commitment to K-ACTE's mission.
- devote the necessary time to prepare for and participate in board and committee meetings.
- exhibit high ethical standards and integrity in all board actions.
- be an enthusiastic advocate for K-ACTE.
- take responsibility and accountability for K-ACTE and all decisions made by the board.
- spend the time necessary to learn how to do the job, and maintain an ongoing schedule of in-service to learn how to do the job better.
- demonstrate willingness to work as a team member with other board members and the executive director.