

GOVERNANCE MANUAL

Of

**Career and Technical Education
Equity Council, Inc.**

Adopted the 23rd of February, 2021

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SECTION 1

Status and Authority:

Effective Date: February 23rd, 2021

Revision Date:

1.1 Status:

Career and Technical Education Equity Council, Inc. (hereinafter referred to as the “Corporation” or “CTEEC”) is tax-exempt pursuant to §501(c)(3) of the Internal Revenue Code (the “Code”). The purpose of the Corporation is to is advocacy, community, and networking described as follows:

1. **Advocacy:** To increase awareness and advocate for local support for an equitable secondary and post-secondary Career and Technical Education (CTE) system and workforce.
2. **Community:** To serve as a unifying Council for educators, staff, workforce development, and other professionals working with special populations defined as individuals with disabilities, economically disadvantaged families, single parents, displaced homemakers, out-of-workforce individuals, and individuals prepared for non-traditional training and employment, minorities, and individuals with other barriers to educational achievement.
3. **Networking:** To provide an opportunity for professional affiliation and a forum for the exchange of ideas and information on equity issues.

1.2 Public Access to Records:

In order to comply with the federal law, the Corporation will make available its *Application for Recognition of exemption Under Section 501(c)(3) of the Internal Revenue Code* (Form 1023) into perpetuity; its *Return of Organization Exempt from Federal Income Tax* (Form 990) for a period of three (3) years beginning on the date the return is actually filed. In order to comply with state law, the Corporation will make available its annual registration with the Oklahoma Secretary of State (*Registration Statement of Charitable Organization*) for a period of five (5) years beginning on the date the registration is actually filed. Schedule B will be removed from Return of Organization Exempt from Federal Income Tax (Form 990) prior to distribution, including to the Oklahoma Secretary of State. A copy of the above-referenced documents will be available without charge, other than a reasonable copying fee, to any individual who makes a request for such copy in person or in writing during regular business hours.

1.3 Authority and Amendments:

This *Governance Manual* document is intended to provide guidelines to the Board of Directors of the Corporation (hereinafter referred to as “the Board” and individually as “Directors”). Variation from such guidelines shall not create any liability on behalf of the Corporation or any member of the Board. The Corporation reserves the right to modify, change, or amend such committees or policies at any time for any reason by the affirmative vote of a majority of a quorum of the Board provided that the nature of such modification, change, or amendment was placed on the agenda and the Board was notified a minimum of five (5) days prior to a vote. Furthermore, these guidelines are to be implemented over a period of time. Should the President be unable or unavailable to perform his/her duties under this *Governance Manual* the Board shall appoint another Officer or Director to fulfill such duties.

SECTION 2

Committees of the Board:

Effective Date: February 23rd, 2021

Revision Date:

2.1 General:

Creation:

The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary. Standing Committees shall include, but are not limited to, the Governance Committee and the Finance Committee. Committee Charters shall be found in this *Governance Manual* of the Corporation.

Composition:

A Director as determined by the Board shall serve as the Chair of each Committee and members of each Committee will be selected by the Board. Each Committee shall include a minimum of three (3) members with a minimum of one (1) member being members of the Board. Therefore, non-Board members may serve as Committee Members at the approval of the Board.

Reporting of Committee Actions and Authority:

All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Should the Board delegate any of its powers to a committee:

1. Only the Director(s) who sit on such committee may vote;
2. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
3. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. Report all actions to the Board; and,
5. Report such authority on the tax return Form 990.

Notice of Committee Meetings:

Committees shall provide a minimum of twenty-four (24) hours' notice to the committee members. If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 5.2 of the Bylaws.

Service, Resignation, and Removal:

Committee Members who agree to serve shall be subject to the following terms:

1. Serve at the pleasure of the Board. Consecutive terms are permitted with no term limitation except as provided by the Corporation's Bylaws on service as a Director, and partial terms may be acceptable in unusual circumstances;
2. Provide written notification of resignation to the Committee Chair for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
3. Removal shall be initiated and determined by the Board.

Advisory Council:

The Board may provide for one or more Advisory Councils consisting of individuals with extended service, contacts, and/or expertise to aid the Corporation or who work with or in areas or fields deemed appropriate to further the mission of the Corporation. Advisory Council Members shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such Advisory Council Members shall not have voting rights, be considered as members of the Corporation, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. The Board may provide additional policies to establish duties and/or benefits of one or more levels of an Advisory Council.

2.2 Executive Committee Charter:

Effective Date: February 23rd, 2021

Revision Date:

Creation:

The Board may vote to create or dissolve an Executive Committee at any regular or special meeting. If dissolved, the Board may re-establish the Executive Committee as needed.

Purpose:

The Executive Committee shall provide guidance to the President between meetings of the Board, subject to the control and direction of the Board. The Board may vote to empower the Executive Committee to exercise the powers of the Board or may withdraw such authority at any time.

Duties and Limitations:

The Executive Committee shall have the following duties:

1. Provide guidance to the President between meetings of the Board;
2. Ensure the President and Vice-President, conduct an annual performance review for any staff that may be hired by the Board;
3. Annually review compensation arrangements for any staff that may be hired by the Board;
4. Review benefits for the entire organization to ensure such are reasonable, based on competent survey information, and the result of arm's length bargaining; and,
5. When requested by the Board through a written resolution, act within the authority provided in the written resolution of the Board.

The Board may vote to empower the Executive Committee to exercise the powers of the Board or may withdraw such authority at any time. Should the Executive Committee have the authority to act on behalf of the Board, at no time shall the Executive Committee have the power to act on the following:

1. Amend or repeal the Bylaws;
2. Amend or repeal the Certificate of Incorporation;
3. Effectuate a Dissolution, a Merger, or a sale of Corporation's assets;
4. Create or amend the budget; or,
5. Create or amend any of the policies approved by the Board.

Composition:

The Executive Committee shall be composed of the elected officers as set forth in the Bylaws of the Corporation and other Directors, as determined by the Board. Only Officers and other Directors as determined by the Board may sit on the Executive Committee.

Election, Resignation, and Removal:

Election, resignation, and removal of an Officer are set forth in the Bylaws.

Authority and Voting Rights:

The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. The Executive Committee shall not have the authority to act on behalf of the Board in any capacity without a resolution of the Board.

Should the Board delegate any of its powers to the Executive Committee:

1. Only the Officers(s) who sit on the Executive Committee may vote;
2. The Executive Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
3. The Executive Committee shall report all actions to the Board; and,
4. The authority of the Executive Committee to act on behalf of the Board shall be reported on the tax return, Form 990.

Meetings and Procedures:

The Executive Committee may meet prior to each meeting of the Board or as needed. The Executive Committee shall be subject to the meeting requirements set forth in Section 5 of the Bylaws.

Quorum and Voting:

A quorum of the Executive Committee shall not be less than four (4) Officers or other Directors which have been appointed to the Executive Committee by the Board. Each member of the Executive Committee shall have one vote. Routine business shall be transacted by a majority vote of the Officers at any meeting where a quorum is present unless determined otherwise in the Bylaws. Proxies may not be used.

2.3 Governance Committee Charter:

Effective Date: February 23rd, 2021

Revision Date:

Creation and Purpose:

The Governance Committee shall be a standing committee of the Corporation. The purpose of the Governance Committee is to aid the Board in the continual development of the Board.

Duties:

The duties of the Committee are as follows:

1. Assist the Board in the review of and recommendations concerning the Corporation's Bylaws and this *Governance Manual*;
2. Conduct an analysis of the Board to determine the needed areas of diversification, including but not limited to, skill set, occupation, age, race, ethnicity, and gender;
3. Solicit names of possible candidates and research such candidates for Officers and Directors prior to placement on a slate for submission to the Board;
4. Provide a slate of candidates for Officers and Directors to the Board (each slate may include multiple names for each position);
5. Rotate the Board terms to allow for approximately one-third (1/3) of the board to be slated for election each year with flexibility to allow for rotating terms;
6. Review individual Board meeting requirements as set forth in the Corporation's Bylaws and offer guidance and alternatives to those not meeting the requirements;
7. Review and recommend changes to the Board concerning amendments to the Certificate of Incorporation and Bylaws;
8. Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the Corporation's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations;
9. Propose, as appropriate, changes in board structure and operation;
10. Provide ongoing counsel to the President and other Officers on enhancing Board effectiveness;
11. Ensure the *Conflict of Interest Policy* set forth in the Corporation's policies is enforced;
12. Manage conflicts between Directors;
13. Recommend removal of Officers and Directors;
14. Strive to meet a minimum of four (4) times per year and attendance by committee members in person or via electronic communication to a majority of the Board Governance Committee meetings is mandatory; and,
15. Have such other duties as determined by the Board.

Composition and Requisite Skills

A Director as determined by the Board shall serve as the Chair of the Governance Committee and members of the Governance Committee will be selected by the Board. The Committee shall include a minimum of five (5) members with a minimum of four (4) members being members of the Board.

Directors who are seeking election or re-election shall not serve on the Board Governance Committee unless requested to do so by the Board. Governance Committee members should have one or more of the following skills:

1. Knowledge of the Community;
2. An ability to solicit new Directors and Officers;
3. An ability to evaluate board composition, structure, and performance; and,
4. An ability to consider skill sets that are needed for the Board and skills with respect to the Corporation's program, needs, activities, and diversity.

Authority and Voting Rights:

The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. The Governance Committee shall not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board.

Should the Board delegate any of its powers to the Governance Committee:

1. Only the Director(s) who sit on such committee may vote;
2. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
3. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. Report all actions to the Board; and,
5. Report such authority on the tax return Form 990.

Quorum:

A quorum of the Governance Committee shall consist of a majority of members sitting on the Governance Committee unless the Board has delegated authority to act on behalf of the Board to the Governance Committee, then quorum and voting requirements are set forth above.

Attendance Requirements, Resignation, or Removal:

Attendance of a majority of the committee meetings is mandatory. Those unable to attend in person may call in on a toll-free number provided by the Corporation. Resignation by a Committee Member must be provided to the Chair of the Committee who will report the resignation to the Board at the next meeting of the Board. Committee Members may be removed by a vote of the Committee or by a vote of the Board.

2.4 Finance Committee Charter:

Effective Date: February 23rd, 2021

Revision Date:

Creation and Purpose:

The Finance Committee shall be a standing committee of the Corporation. The purpose of the Finance Committee is to provide financial oversight for the Corporation and to report the fiscal position to the Board.

Duties:

The duties of the Committee are as follows:

1. Oversee the financial condition, accountability, and viability of the Corporation;
2. Review contracts with third parties that have a meaningful impact on the financial position of the Corporation;
3. Present financial reports to the Board at each meeting of the Board;
4. Oversee, review, and recommend amendments to the board concerning the financial policies of the Corporation;
5. Review the audit draft, if any;
6. Review Form 990 with the preparer requesting any known discrepancies or known errors be amended prior to its submission to the Board;
7. Ensure Form 990 is presented to the Board by the preparer or in the absence of the preparer by a member of the Finance Committee;
8. Review the annual budget prior to submission to the Board for approval;
9. Monitor investments, if any;
10. Aid the staff with the creation of the annual budget and financial planning;
11. Implement the duties assigned to the Finance Committee in accordance with the financial policies of the Corporation;
12. Aid the staff in supplying information to the CPA to complete Form 990;
13. Determine whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies; are properly recorded; reflect reasonable investment or payments for goods and services; further charitable purposes; and, do not result in inurement, impermissible private benefit, or any excess benefit transactions;
14. Strive to meet at minimum quarterly; attendance in person or via electronic communication to a majority of the Finance Committee meetings is mandatory.
15. Review the risk management plan developed by the staff, or designee to determine whether insurance coverage plans are deemed to be adequate and based on current information and/or asset lists;
16. Assist other Directors with all aspects of donation stewardship;
17. Assist the Board President and staff in establishing and implementing a comprehensive fundraising plan, resulting in higher levels of individual and corporate giving;
18. Assist in the creation and preparation of the Annual Report; and,
19. Fulfill other duties as determined by the Board.

Composition and Requisite Skills

The Treasurer, or other Director as determined by the Board, shall serve as the Chair of the Finance Committee. The Finance Committee shall include a minimum of three (3) members with a minimum of two (2) members being a member of the Board. Committee members should have one or more of the following skills:

1. Understanding of the Corporation's mission and financial goals;
2. Understanding of the Corporation's various programs;
3. Ability to read and understand financial statements;
4. Ability to compare and contrast financial data over multiple time periods;
5. Ability to project financial needs of the Corporation; and/or,
6. Ability to interpret the financial implications of contracts.

Authority and Voting Rights:

The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Corporation's Bylaws. The Finance Committee shall not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board.

Should the Board delegate any of its powers to the Finance Committee:

1. Only the Director(s) who sit on such committee may vote;
2. A quorum of the Finance Committee shall be a majority of the Directors sitting on the Committee;
3. The Finance Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. The Finance Committee shall report all actions to the Board; and,
5. The authority of the Finance Committee to act on behalf of the Board shall be reported on the tax return, Form 990.

Quorum:

A quorum of the Finance Committee shall consist of a majority of members sitting on the Finance Committee unless the Board has delegated authority to act on behalf of the Board to the Finance Committee, then quorum and voting requirements are set forth above.

Attendance Requirements, Resignation, or Removal:

Attendance of a majority of the committee meetings is mandatory. Those unable to attend in person may call in on a toll-free number provided by the Corporation. Resignation by a Committee Member must be provided to the Chair of the Committee who will report the resignation to the Board at the next meeting of the Board. Committee Members may be removed by a vote of the Committee or by a vote of the Board.

2.5 Program of Work Committee Charter:

Effective Date: February 23rd, 2021

Revision Date:

Creation and Purpose:

The Program of Work Committee shall be a standing committee of the Corporation. The purpose of the Program of Work Committee is to provide an annual strategic plan that outlines the goals and objective that the organization plans to accomplish.

Duties:

The duties of the Committee are as follows:

1. Annually develop a plan of work that outlines goals an objective for the following areas:
 - a. Membership Participation (i.e. increased membership);
 - b. Membership Engagement;
 - c. Leadership Development;
 - d. Financial Development (i.e. increase donations);
 - e. Policy Direction;
 - f. Professional Development; and,
 - g. Financial Accountability:
 - i. Funds from dues;
 - ii. Funds from donations;
 - iii. Funds from professional development; and,
 - iv. Financial reports to the Membership and to the IRS.
2. Review the previous years' program of work to determine successes and areas of work that need to be improved.

Composition and Requisite Skills

A Director as determined by the Board, shall serve as the Chair of the Program of Work Committee. The Program of Work Committee shall include a minimum of three (3) members with a minimum of two (2) members being a member of the Board. Committee members should have one or more of the following skills:

Authority and Voting Rights:

The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Corporation's Bylaws. The Program of Work Committee shall not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board.

Should the Board delegate any of its powers to the Program of Work Committee:

1. Only the Director(s) who sit on such committee may vote;

2. A quorum of the Program of Work Committee shall be a majority of the Directors sitting on the Committee;
3. The Program of Work Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. The Program of Work Committee shall report all actions to the Board; and,
5. The authority of the Program of Work Committee to act on behalf of the Board shall be reported on the tax return, Form 990.

Quorum:

A quorum of the Program of Work Committee shall consist of a majority of members sitting on the Program of Work Committee unless the Board has delegated authority to act on behalf of the Board to the Program of Work Committee, then quorum and voting requirements are set forth above.

Attendance Requirements, Resignation, or Removal:

Attendance of a majority of the committee meetings is mandatory. Those unable to attend in person may join virtually via a platform provided by the Corporation. Resignation by a Committee Member must be provided to the Chair of the Committee who will report the resignation to the Board at the next meeting of the Board. Committee Members may be removed by a vote of the Committee or by a vote of the Board.

2.6 Local Advocacy and Outreach Committee Charter:

Effective Date: February 23rd, 2021

Revision Date:

Creation and Purpose:

The Local Advocacy and Outreach Committee shall be a standing committee of the Corporation. The purpose of the Local Advocacy and Outreach Committee is to promote and support policies that ensure special populations and minorities have equitable access to CTE, the workforce, and supportive services that enhance their opportunities for success.

Duties:

The duties of the Committee are as follows:

1. Monitor current and proposed education, social service, and workforce policies and legislation to determine their impact on special populations and minorities' access to CTE, the workforce, and the supportive services that enhance their opportunities for success;
2. Provide legislative updates to the Membership pertaining to current and proposed education, social service, and workforce policies and legislation to determine their impact on special populations and minorities' access to CTE, the workforce, and supportive services that enhance their opportunities for success;
3. Make policy recommendations to policy makes to improve special populations and minorities' access to CTE, the workforce, and supportive services that enhance their opportunities for success;
4. Partner with organizations that advocate for policies that ensure special populations and minorities have equitable access to CTE and the workforce and supportive services that enhance their opportunities for success; and,
5. Provide public policy awareness to education, workforce, and social service communities about pending legislation that impacts special populations and minorities' education and employment opportunities.

Composition and Requisite Skills

A Director as determined by the Board, shall serve as the Chair of the Local Advocacy and Outreach Committee. The Local Advocacy and Outreach Committee shall include a minimum of three (3) members with a minimum of two (2) members being a member of the Board. Committee members should have one or more of the following skills:

Authority and Voting Rights:

The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Corporation's Bylaws. The Local Advocacy and Outreach Committee shall not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board.

Should the Board delegate any of its powers to the Local Advocacy and Outreach Committee:

1. Only the Director(s) who sit on such committee may vote;
2. A quorum of the Local Advocacy and Outreach Committee shall be a majority of the Directors sitting on the Committee;
3. The Local Advocacy and Outreach Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. The Local Advocacy and Outreach Committee shall report all actions to the Board; and,
5. The authority of the Local Advocacy and Outreach Committee to act on behalf of the Board shall be reported on the tax return, Form 990.

Quorum:

A quorum of the Local Advocacy and Outreach Committee shall consist of a majority of members sitting on the Local Advocacy and Outreach Committee unless the Board has delegated authority to act on behalf of the Board to the Local Advocacy and Outreach Committee, then quorum and voting requirements are set forth above.

Attendance Requirements, Resignation, or Removal:

Attendance of a majority of the committee meetings is mandatory. Those unable to attend in person may call in on a toll-free number provided by the Corporation. Resignation by a Committee Member must be provided to the Chair of the Committee who will report the resignation to the Board at the next meeting of the Board. Committee Members may be removed by a vote of the Committee or by a vote of the Board.

2.7 Development Committee Charter:

Effective Date: February 23rd, 2021

Revision Date:

Creation and Purpose:

The Development Committee shall be a standing committee of the Corporation. The purpose of the Development Committee is to develop and support a plan that will set fundraising goals and to assess progress towards meeting those goals.

Duties:

The duties of the Committee are as follows:

1. Develop a *Development Plan* that will set fundraising goals and to assess progress towards meeting those goals;
2. Develop an expectation for financial contributions from all members of the Board and provide leadership by making their personal gifts to the Corporation;
3. Willingness to identify, cultivate, ask, and/or steward donors;
4. Arrange for Board training in fundraising and other forms of development;
5. Potentially oversee special fundraising event(s). Provide support and assistance as needed to event coordinators and other fundraising issues that support the mission of the events;
6. Report to the Board of Directors for the Corporation at each board meeting explaining the goals and status of success toward those goals; and,
7. Fulfill other duties as determined by the Board.

Composition and Requisite Skills

A Director as determined by the Board shall serve as the Chair of the Development Committee. The Development Committee shall include a minimum of three (3) members with a minimum of two (2) members being a member of the Board. Committee members should have one or more of the following skills:

1. Willingness to identify, cultivate, ask, and steward donors;
2. Knowledge of the Corporation's history, mission, and goals;
3. Willingness to work with other committees in regards to the Corporation's needs and financial responsibilities; and,
4. Have public relations and/or communication skills.

Authority and Voting Rights:

The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Corporation's Bylaws. The Development Committee shall not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board.

Should the Board delegate any of its powers to the Development Committee:

1. Only the Director(s) who sit on such committee may vote;
2. A quorum of the Development Committee shall be a majority of the Directors sitting on the Committee;
3. The Development Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. The Development Committee shall report all actions to the Board; and,
5. The authority of the Development Committee to act on behalf of the Board shall be reported on the tax return, Form 990.

Quorum:

A quorum of the Development Committee shall consist of a majority of Director(s) sitting on the Development Committee unless the Board has delegated its authority to the Development Committee, then quorum and voting requirements are set forth above.

Attendance Requirements, Resignation, or Removal:

Attendance of a majority of the committee meetings is mandatory. Those unable to attend in person may call in on a toll-free number provided by the Corporation. Resignation by a Committee Member must be provided to the Chair of the Committee who will report the resignation to the Board at the next meeting of the Board. Committee Members may be removed by a vote of the Committee or by a vote of the Board.

SECTION 3

Confidentiality:

Effective Date: February 23rd, 2021

Revision Date:

The Corporation will at all times maintain transparency with donors and the general public. Information concerning donors and/or fundraising efforts and plans shall not be used to benefit the fundraising efforts of any other organization.

Any request by a donor to remain anonymous or to limit information provided to the public shall be honored, except to the extent that the Corporation is legally required to disclose the identity of donors. All information about names of beneficiaries or sizes of estates will be kept strictly confidential by the Corporation and its representatives unless the donor or trustee grants permission to release such information.

Furthermore, confidential information relating to client or personnel matters, such as information regarding cases and salaries, medical treatment or diagnosis, terminations, layoffs or promotions, and disciplinary measures regarding individual directors, officers, employees, contract employees, other volunteers, financial information regarding contractual arrangements, pricing, letters of agreement or understanding, intellectual property developed by the Corporation, identifiable confidential matters, or information regarding prospective business of the Corporation shall remain strictly confidential.

A Confidentiality Statement is attached as Exhibit A.

SECTION 4

Annual Filings and Reporting Requirements:

Effective Date: February 23rd, 2021

Revision Date:

4.1 Filings:

It is the policy of the Corporation to file all documents by the date on which they are due unless the Finance Committee determines an extension is needed. Any extension shall require approval of the Board. Therefore, any CPA or auditor which the Corporation is considering utilizing shall be made aware of this policy prior to hiring such individual(s).

The Corporation shall provide for the following filings:

1. Oklahoma Solicitation of Charitable Contributions Act, Title 18, Section 552.1a of the Oklahoma Statutes requires the Corporation to annually file a Registration Statement of Charitable Organization with the Oklahoma Secretary of State;
2. The Oklahoma Tax Commission requires the Corporation to annually file Form 512 E;
3. The Internal Revenue Service requires the Corporation to annually file a Form 990;
4. The Internal Revenue Service requires the Corporation to pay payroll taxes and file quarterly file Form 941 when the Corporation has an employee(s).

NOTE: Other filings may be necessary based on the activities of the Corporation.

4.2 Reporting Requirements:

The Corporation shall report the following changes to the appropriate state or federal agency:

1. Change of Registered Service Agent shall be reported to the Oklahoma Secretary of State via a form specified to change the registered agent;
2. Change of Principal Office shall be reported to the Internal Revenue Service via Form 990 and to the Oklahoma Secretary of State via the Registration Statement of Charitable Organization;
3. Change(s) to the Certificate of Incorporation must be effectuated through the Oklahoma Secretary of State and such Amended Certificate of Incorporation shall accompany the next filing of Form 990 or be reported on Schedule O of Form 990; and,
4. Changes to the Bylaws must be reported on Schedule O of Form 990 if such changes involve any of the following provisions of the Bylaws:
 - a) The purpose of the Corporation;
 - b) Number, composition, qualifications, authority, or duties of the Board or Officers;
 - c) Quorum and voting rights of the Board;
 - d) Any compensation language set forth in the Bylaws;
 - e) Dissolution; or,
 - f) Merger.

SECTION 5

Annual Statements and Reviews:

Effective Date: February 23rd, 2021

Revision Date:

5.1 Annual Statements:

Each Director, Officer, and member of a committee with board delegated powers shall annually sign a Board Service Letter of Agreement which affirms such person:

1. Has received a copy of the *Conflicts of Interest Policy* as set forth in Section 14;
2. Has received a copy of the *Whistleblower Policy* as set forth in Section 15;
3. Has read and understands the policies;
4. Has agreed to comply with the Bylaws and policies;
5. Understands the Corporation is exempt under Section 501(c)(3) and in order to maintain its federal tax exemption it must engage in activities which accomplish one or more of its tax-exempt purposes;
6. Agrees to read all consent agenda documentation prior to meetings; and,
7. Agrees to other requirements as set forth by the Board.

Changes to such Board Service Agreement shall be reviewed by the Board Governance Committee prior to submission to the Board for approval.

A Board Service Agreement is attached as Exhibit D.

5.2 Annual Reviews:

The Corporation shall ensure annual reviews are conducted to ensure the Corporation operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status. The annual reviews conducted by the Board shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction;
3. Whether insurance coverage plans are deemed to be adequate and based on current information and/or asset lists;
4. Whether these policies are adequate, enforceable, and/or followed; and,
5. Whether each Board member is receiving a copy of the Bylaws and is made aware of the *Conflict of Interest Policy*, the *Whistleblower Policy*, and the remainder of these policies.
6. When conducting the annual reviews, the Corporation may but need not use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring annual reviews are conducted.

SECTION 6

Minutes:

Effective Date: February 23rd, 2021

Revision Date:

6.1 Required Information:

Contemporaneous minutes shall be taken at each meeting of the Board and at each meeting of committees with Board delegated powers to make expenditures on behalf of the Board. Minutes shall provide enough detail to allow an uninvolved third party to understand the proceedings of the meeting. Minutes of the Board and any committee with Board delegated powers shall include the following:

1. Date;
2. Time;
3. Location;
4. Method of notice;
5. How the meeting was authorized (annual, regular, or special);
6. Those present;
7. Certification of a quorum;
8. Discussion concerning each agenda item;
9. Action taken by the Board or committee with Board delegated powers;
10. Signed consents for approved action taken without a duly held and noticed meeting; and,
11. Should a conflict of interest exist, all information required in the *Conflict of Interest Policy* under the section titled *Records of Proceeding* found in Section 14.

6.2 Approval and Execution:

Minutes of the Board and any committee with Board delegated powers to make expenditures on behalf of the Board shall be approved at the following meeting of the Board or committee. Such approved minutes shall be signed by the President, or individual presiding over the meeting, and the Secretary, or the individual taking the minutes. Upon approval and execution, the minutes shall be placed in a Board book, or other electronic medium, containing the corporate minutes.

6.3 Resolutions Requiring Further Action:

Any action taken which would modify and/or amend policies, procedures, Bylaws, or the Certificate of Incorporation shall be assigned to the appropriate committee to effectuate such change in the required documents. The committee shall then present the modification and/or amendment to the Board for approval. The date of the meeting where action was taken concerning the modification and/or amendment shall be placed on the amended document.

6.4 Consent Agenda:

A consent agenda may be used for routine matters which do not need explanation or discussion. The following steps must be used for a consent agenda:

1. Prepare an agenda listing items to be included in the consent agenda;

2. Distribute documents listed under the consent agenda;
3. Directors read documents in advance of the meeting;
4. Introduce consent agenda for a vote;
5. Remove any item from the consent agenda which requires further discussion or amendments and ensure a full discussion takes place; and,
6. Approve consent agenda and acceptance of documents.

Conflict of Interest considerations or financial information, such as the Treasurer's report, Finance Committee report, or Audit Committee report, if any, shall not be placed on the consent agenda.

SECTION 7

Insurance:

Effective Date: February 23rd, 2021

Revision Date:

On a yearly basis, the Finance Committee shall review all insurance coverage in force prior to renewal to determine if coverage is deemed to be adequate. Limits, types of coverage, as well as deductibles, shall be considered. Any changes shall be recommended by the Finance Committee and reported to the Board for approval.

SECTION 8

Strategic Plan:

Effective Date: February 23rd, 2021

Revision Date:

The Board shall strive to provide for a Strategic Plan approximately every five (5) years. The Strategic Plan should include the following:

1. A review of the purpose, Bylaws, and Certificate of Incorporation;
2. An assessment of strengths and weaknesses; and,
3. Appropriate strategies for meeting identified goals as established by the Corporation.

SECTION 9

Media Policy:

Effective Date: February 23rd, 2021

Revision Date:

To ensure the quality and consistency of information disseminated to media sources, the following policy shall be enforced:

1. All media contacts are to be handled by the President or designees as determined otherwise by the Board, regardless of who the media representative is, whom he or she represents, or how innocuous the request; and,
2. All press releases or other promotional materials are to be approved by the President prior to dissemination. Failure to comply with the media policy shall be grounds for disciplinary action and/or removal from the Board and/or committee.

SECTION 10

Social Media Policy:

Effective Date: February 23rd, 2021

Revision Date:

10.1 Social Media Policy:

The Corporation takes no position on a Director or other volunteer's decision to start or maintain a blog or participate in other social networking activities. However, it is the right and duty of the Corporation to protect itself from unauthorized disclosure of information. The Corporation's social networking policy includes rules and guidelines for authorized social networking and personal social networking and applies to all people who are engaging in the organization.

10.2 General Provisions:

Blogging or other forms of social media or technology include, but are not limited to, video or wiki postings, sites such as Facebook and Twitter, chat rooms, personal blogs, or other similar forms of online journals, diaries, or personal newsletters not affiliated with the Corporation. Unless specifically instructed or authorized, Directors, Officers, employees, contract employees, or volunteers (users) are not authorized and therefore restricted from speaking on behalf of the Corporation. If contacted by the media or press about their post that relates to the Corporation's business, users are required to speak with the President to pass along the contact information of the person involved with the media or press. Users may not publicly discuss clients, products, associates, or any work-related matters, whether confidential or not, outside organization-authorized communications. Users are expected to protect the privacy of the Corporation and its users and clients and are prohibited from disclosing personal information about users and any other proprietary and nonpublic information to which users have access. Such information includes, but is not limited to, customer information, trade secrets, financial information, and strategic business plans.

10.3 Monitoring:

Users are cautioned that they should have no expectation of privacy while using Corporation equipment or facilities for any purpose, including authorized blogging. Furthermore, users are cautioned that they should have no expectation of privacy while using the internet. Postings are public and can be reviewed by anyone, including the Corporation. The Corporation reserves the right to monitor and review comments, discussions, and reserves the right to use content management tools to block content on blogs that violate blogging rules and guidelines about the Corporation, its users, clients, and the industry, including products and competitors, posted on the internet by anyone.

10.4 Reporting Violations:

The Corporation requires users to report any violations or possible or perceived violations to the President. Violations include discussions of the Corporation and/or its users and clients, any discussion of proprietary information, and any unlawful or unauthorized activity related to blogging or social networking.

10.5 Discipline for Violations:

The Corporation will investigate and respond to *all* reports of violations of the social networking policy and other related policies. Violation of the social networking policy will result in disciplinary action up to and including immediate termination. Discipline or termination will be determined based on the nature and factors of any blog or social networking post. The Corporation reserves the right to take legal action when necessary against anyone who has or is currently engaged in prohibited or unlawful conduct.

10.6 Acknowledgment:

Users are required to sign a written acknowledgment that they have received, read, understood, and agreed to comply with the organization's social networking policy and any other related policy.

10.7 Authorized Social Networking:

The goal of authorized social networking and blogging is to become a part of the industry conversation and promote web-based sharing of ideas and exchange of information. Authorized social networking and blogging are used to convey information about the Corporation services, promote and raise awareness of the brand, search for potential new markets, communicate with users and customers to brainstorm, issue or respond to breaking news or publicity, and discuss activities and events.

When social networking, blogging, or using other forms of web-based forums, they must ensure that use of these communications maintains our brand identity, integrity, and reputation while minimizing actual or potential legal risks, whether used inside or outside the workplace.

10.8 Rules and Guidelines:

The following rules and guidelines apply to social networking and blogging when authorized by the Corporation and done on Corporation time. The rules and guidelines apply to all employer-related blogs and social networking entries, including subsidiaries or affiliates.

Only authorized users can prepare and modify content for the Corporation website and/or the social networking entries located on sites such as Facebook or Twitter. Content must be relevant, add value, and meet at least one of the specified goals or purposes developed by the Corporation. If any doubt about the appropriateness of the information, material, or conversation, discuss the content with the President for approval before posting.

Any copyrighted information where written reprint information has not been obtained in advance cannot be posted on the Corporation's website and/or social networking sites such as Facebook or Twitter.

The Corporation expects all guest bloggers to abide by all rules and guidelines of this policy. The Corporation reserves the right to remove, without advance notice or permission, all guest bloggers' content considered inaccurate or offensive. The Corporation also reserves the right to take legal action against guests who engage in prohibited or unlawful conduct.

10.9 Personal Blogs:

The Corporation respects the right of users to write blogs and use social networking sites and does not want to discourage associates from self-publishing and self-expression. Users are expected to follow the guidelines and policies set forth to provide a clear line between you as the individual and you as the user.

The Corporation respects the right of users to use blogs and social networking sites as a medium of self-expression and public conversation and does not discriminate against users who use these media for personal interests and affiliations or other lawful purposes.

Bloggers and commenters are personally responsible for their commentary on blogs and social networking sites. Bloggers and commenters can be held personally liable for commentary that is considered defamatory, obscene, proprietary, or libelous by any offended party, not just the Corporation.

Users cannot use employer-owned equipment, including computers, organization-licensed software, or other electronic equipment, nor facilities or agency time, to conduct personal blogging or social networking activities.

Users cannot use blogs or social networking sites to harass, threaten, discriminate, or disparage against users or anyone associated with or doing business with the Corporation.

If you choose to identify yourself as a Corporation participant, please understand that some readers may view you as a spokesperson for the Corporation. Because of this possibility, we ask that you state that your views expressed in your blog or social networking area are your own and not those of the organization, nor of any person or organization affiliated or doing business with the Corporation.

Users cannot post on personal blogs or other sites the name, trademark, or logo of the Corporation or any business with a connection to the Corporation. Users cannot post organization-privileged information, including copyrighted information or organization-issued documents.

Users cannot post on personal blogs or social networking sites photographs of other associates, clients, vendors, or suppliers, nor can users post photographs of persons engaged in organization business or at organization events.

Users cannot post on personal blogs and social networking sites any advertisements or photographs of organization products, nor sell organization products and services.

SECTION 11**Record Retention:**

Effective Date: February 23rd, 2021

Revision Date:

It is the policy of the Corporation to maintain records in accordance with laws and regulations. The record retention policy is as follows:

This policy addresses the retention and destruction of documents and other records of the Corporation both in hard copy and electronic form (all of which are referred to as “documents” in this Policy). The purposes of this policy include (a) retention and maintenance of documents necessary for the proper functioning of the Corporation as well as to comply with applicable legal requirements; (b) destruction of documents that no longer need to be retained; and (c) guidance for officers, directors, volunteers, consultants, and employees of the Corporation with respect to their responsibilities concerning document retention and destruction.

The President will be responsible for administering this policy and for documenting actions taken under this policy. The President will periodically review the procedures outlined in this policy with legal counsel and a certified public accountant to ensure that they are in compliance with any new or revised regulations.

Document Retention Schedule

This schedule may be modified from time to time by the Board as necessary to comply with law and/or to include additional or revised document categories or retention periods as may be appropriate to reflect organizational policies and procedures. The stated time periods are minimum recommended retention periods. Records may be retained longer than the specified minimum retention period based on other factors, such as ongoing business use or historical value.

Document Type**Retention Period****Accounting and Finance**

Accounts Payable/Accounts Receivable	7 years
Annual Financial Statements and Audit Reports (if any)	Permanent
Interim Financial Statements	7 years
Bank Statements, Reconciliations & Deposit Slips	7 years
Check Register and Checks	7 years
Credit Card Receipts	3 years
Employee/Business Expense Reports/Documents	7 years
General Ledgers and Journals	7 years

Advertising and Marketing

Marketing and promotional materials	7 years
Photos and other paid images for advertising and publications (including related agreements, invoices, and correspondence)	Permanent (if images might be reused or republished)

Corporate Records

Certificate of Incorporation, Bylaws, and Amendments	Permanent
Charitable Organization Registration Filings	Permanent
Trademark, Copyright Registrations	Permanent
Minute Books, including Board & Committee Minutes	Permanent
Organizational Policies	Current version with revision history
Conflict of Interest Disclosure forms	5 years

Correspondence and Internal Memoranda

It is recommended that electronic mail (e-mails), hard copy correspondence, or internal memoranda relating to a particular document otherwise addressed in this Schedule be retained for the same period as the document to which they relate.

General e-mails, correspondence, and internal memoranda relating to routine matters with no lasting significance	3 years
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Electronically Stored Documents

It is recommended that electronically stored documents (e.g., in pdf, text, or other electronic format) comprising or relating to a particular document otherwise addressed in this Schedule be retained for the same period as the document that they comprise or to which they relate.

Employment, Personnel, Consultants

Personnel Records	10 years after employment ends
Employee or Consultant Contracts	10 years after termination
Employee Training Records	5 years

Insurance

Insurance policies and certificates	Permanent
Insurance claims records	7 years after settlement

Legal and Contracts

Contracts, related correspondence and other supporting documentation	7 years after all obligations end
Software licenses and support agreements	7 years after all obligations end
Legal correspondence	Permanent

Contributions/Gifts/Grants

Contribution/Gift Records	7 years after end of expenditure
Grant Records	7 years after end of grant period

Tax

Employer Identification (EIN) Designation	Permanent
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Tax exemption documents and correspondence
Annual Form 990 information returns – federal & state

Permanent
7 years

SECTION 12

Destruction of Litigation-Related Documents:

Effective Date: February 23rd, 2021

Revision Date:

It is a crime to alter, cover-up, falsify, or destroy any document or, to persuade or ask someone to do so to prevent its use in an official procedure. Document retention of financial records, significant contracts, major transactions, employee files, grant, and fundraising obligations shall be maintained in accordance with Corporation policy, including electronic files. Back-up for electronic files should be made semiannually and a hard copy of documents should be filed accordingly. If an official investigation is underway or even suspected, it is the responsibility of the President and Board to stop any document purging in order to avoid criminal obstruction charges.

SECTION 13

Legal and Internal Revenue Service Matters:

Effective Date: February 23rd, 2021

Revision Date:

All legal and internal revenue service matters, verbal or written, shall be immediately directed to the President and President. Such matters shall then be reported to the Board in a timely manner.

SECTION 14

Conflict of Interest:

Effective Date: February 23rd, 2021

Revision Date:

14.1 Purpose:

The purpose of the *Conflict of Interest Policy* is to protect the tax-exempt status of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director, Volunteer, Committee Member, Volunteer or key employee of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interests applicable to nonprofit and charitable organizations.

14.2 Definitions:

Interested Person: An Officer, Director, Volunteer, Member of a Committee with Board delegated powers or any Family Member of a Director, Member, Officer, or Member of a Committee with Board delegated powers, or a key employee who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in which the Corporation is a party or has a close connection with, he/she is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or,
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors which are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this policy, a person who has a financial interest may have a conflict of interest if the Board or applicable committee determines that a conflict of interest exists.

Family Member: For purposes of this *Conflict of Interest Policy*, a Family Member is defined as:

- Spouse
- Domestic partner
- Parent
- Son or daughter
- Brother or sister
- Grandparent or grandchild
- Aunt or uncle

- Niece or nephew
- Guardian or ward
- Step, half, or in-law relations
- A person living in one's household
- Any other person with such a close bond as to suggest a conflict of interest in the relationship (for example, significant other or fiancée)

Nepotism creates an inherent conflict and must always be reported.

14.3 Procedures:

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of Committees with Board delegated power considering the proposed transaction or arrangement.

Conflict of Interest Disclosure Questionnaire: The *Conflict of Interest Disclosure Questionnaire* is to be completed on an annual basis by Officers, Directors, key employees, and members of Board Committees. Certain Volunteers, at the discretion of the Board, may be requested to complete the *Conflict of Interest Disclosure Questionnaire*. Directors and Committee Members should also sign the affirmation portion of the *Conflict of Interest Disclosure Questionnaire*.

The Conflict of Interest Disclosure Questionnaire is attached as Exhibit E

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee Members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

- An interested person may make a presentation at the Board meeting or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The President or Chair of the Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board or Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

14.4 Violations of the Conflict of Interest Policy:

If the Board or Committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis

for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or Committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include removal from the Board.

14.5 Records of Proceedings:

The minutes of the Board and all Committees with Board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board or Committee's decision as to whether a conflict of interest in fact existed; and,
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

14.6 Compensation:

- A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Member's compensation.
- A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

14.7 Perceived Conflicts:

Since the Corporation utilizes Federal, State, and private donor dollars, the Corporation will also consider perceived conflicts as real conflicts since perceived conflicts could have a negative impact on funding.

The Annual Conflict of Interest Disclosure Questionnaire attached as Exhibit E.

SECTION 15

Whistleblower Policy:

Effective Date: February 23rd, 2021

Revision Date:

The purpose of the *Whistleblower Policy* is to encourage and protect the reporting of wrongful activities and to deter retaliation against a board member, committee member, or employee for reporting those activities. No conviction of any person shall be required to afford protection for any board member, committee member, or employee under this section.

No Board member or employee of the Corporation shall prohibit reporting of wrongful activities or take disciplinary action against a Board member, committee member, or employee of the Corporation for:

- Disclosing public information to correct what a Board member, committee member, or employee reasonably believes evidences a violation of the Oklahoma Constitution or law or a rule promulgated pursuant to law or the Corporation Bylaws;
- Reporting a violation of the Oklahoma Constitution, state or federal law, rule or policy, the Corporation Bylaws, mismanagement, a gross waste of public funds, an abuse of authority, or a substantial and specific danger to public health and safety;
- Discussing the operations and functions of the Corporation, either specifically or generally, with the IRS, law enforcement, the print or electronic media, or other persons in a position to investigate or initiate corrective action; and,
- Taking any of the above actions without giving prior notice to the Board.

The *Whistleblower Policy* shall not interfere in prohibiting disciplinary action of a Board member, committee member, or employee who discloses information which the individual knows to be false, knowingly and willingly discloses with reckless disregard for its truth or falsity or knows to be confidential pursuant to law. For any individual aggrieved pursuant to the *Whistleblower Policy*, she/he may file a complaint and be treated with appropriate confidentiality. Any complaint should be reported to the President or to any member of the Audit Committee or should the Audit and Finance Committee be combined, to any member of such combined committee.

SECTION 16

Sexual and Other Harassment:

Effective Date: February 23rd, 2021

Revision Date:

The Corporation shall promote a productive work environment and will not tolerate verbal or physical conduct by any individual that harasses, disrupts, or interferes with another's work performance or that creates an intimidating, offensive, or hostile work environment. The Corporation prohibits any form of harassment, including but not limited to, sexual harassment, and requires that all individuals conduct themselves in accordance with the highest moral and ethical standards. The prohibited conduct includes but is not limited to:

- Unwanted physical contact or conduct of any kind, including sexual flirtation, touching, advances, or propositions;
- Verbal abuse;
- Demeaning, insulting, intimidating, or sexually suggestive comments about one's dress or body;
- The display in the workplace of demeaning, insulting, intimidating, or sexually suggestive objects or pictures, including nude photographs; and,
- Demeaning, insulting, intimidating, or sexually suggestive written, recorded, or electronically transmitted messages.

Any of the above conduct, or other offensive conduct, directed at individuals due to their gender, gender identity, race, creed, color, religion, national origin, marital status, age, disability, genetics, pregnancy, military status, or any other characteristic protected by law, shall be deemed a violation of this policy. Each individual is responsible for their own actions and consequences thereof and the Corporation may report such actions to the appropriate authorities.

Failure to adhere to this policy will result in disciplinary action up to and including termination as a Director, Member of a committee, employee, or volunteer.

Individuals who believe they are being subjected to harassment shall submit their facts to the President. If an individual is not satisfied with the findings of the President or if an individual believes they are being harassed by the President, the individual shall submit their facts to another officer who will then notify any or all members of the Finance Committee. An investigation will then be undertaken to recommend what actions should be taken, if any, with the review presented to the individual and the Officers and/or the Board depending on the nature of the complaint. All complaints filed, investigations conducted, and disciplinary action recommended and/or taken will be kept as confidential as possible, within the context of the investigative process and as necessary to comply with any requirements of any federal, state or local executive, legislative or judicial body, agency, tribunal, or board.

Directors, members of committees, and individuals are required to cooperate in any investigations. A timely resolution of each complaint should be reached and communicated to the parties involved. Retaliation against any individual for filing a complaint or participating in an investigation is strictly prohibited. Any individual, supervisor, or manager who is found to have violated the harassment policy will be subject to appropriate disciplinary action, up to and including termination. The Corporation prohibits any form of retaliation against individuals for filing bona fide complaints or providing information about harassment.

However, if an investigation of a complaint shows that the complaint or information was false, the individual who provided the false information will be subject to disciplinary action up to and including termination.

SECTION 17

Code of Ethics:

Effective Date: February 23rd, 2021

Revision Date:

17.1 Personal and Professional Integrity

All Directors, Officers, employees, contract workers, and volunteers (associates) will act with honesty, integrity, and openness in all of their dealings as representatives of the Corporation. We will promote a working environment that values respect, diversity, and fairness.

17.2 Governance

The Corporation has an active board of directors that is responsible for:

- Setting the mission and strategic direction of the organization.
- Oversight of finances and operations.
- Ensuring that policies are written, clearly articulated, and officially adopted.
- Verifies that the resources of the organization are responsibly and prudently managed.

17.3 Legal Compliance

The Corporation will remain knowledgeable of and comply with laws, regulations, and applicable rules pertaining to its status as a nonprofit corporation.

17.4 Fundraising

The Corporation will use truthful solicitation materials, respect the privacy concerns of donors and financial assistant applicants, and expend donor funds consistent with the organization's mission. Corporation associates will inform donors of its mission, the identity of those serving on its governing board, and will provide appropriate acknowledgment and recognition of donations.

17.5 Openness and Disclosure

The Corporation will provide accurate and current information to the public, the media, volunteers, and participating organizations in a timely manner.

17.6 Responsible Stewardship

The Corporation will manage its funds responsibly and prudently as follows:

- Spending a reasonable percentage of the annual budget on programs pursuant to our mission.
- Will not accumulate excessive operating funds.
- Ensuring all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of the organization.
- Provide for an adequate amount of the budget to be spent to ensure effective accounting systems, internal controls, competent associates, and other expenditures critical to professional management.

SECTION 18

Indemnification Policy:

Effective Date: February 23rd, 2021

Revision Date:

The Directors will not be personally liable for the debts, liabilities, or other obligations of the Corporation. The Directors and Officers of the Corporation will be indemnified by the Corporation to the fullest extent permissible under the laws of Oklahoma. However, the Corporation will make no indemnification in respect to any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought determines despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court will deem proper. The Board of Directors may provide for a more in-depth indemnification policy at any time.

SECTION 19

Volunteer Liability Waiver and Agreement:

Effective Date: February 23rd, 2021

Revision Date:

Corporation volunteers, including Directors and Officers, will be required to complete a Volunteer Liability Waiver and Agreement prior to participation in any programs.

The Volunteer Liability Waiver and Agreement attached as Exhibit B.

SECTION 20

Policy Confirmation Statement:

Effective Date: February 23rd, 2021

Revision Date:

Directors will be required to acknowledge they have received, read, and understand the policies of the Corporation.

The Policy Confirmation Statement is attached as Exhibit C.

SECTION 21

Certification:

Effective Date: February 23rd, 2021

Revision Date:

THIS GOVERNANCE MANUAL OF Career and Technical Education Equity Council, Inc. is adopted by the Board of Directors on the 23rd of February, 2021.

DocuSigned by:

Gina McPherson

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Gina McPherson, President

DocuSigned by:

Jeana Mitchell-Cole

1B88228D3EAA484...
Jeana Mitchell-Cole, Secretary

EXHIBIT A

CONFIDENTIALITY STATEMENT

This Agreement is made this _____ day of _____, 20__ by and between Career and Technical Education Equity Council, Inc. (“Corporation”) and _____.

In consideration of the volunteering for the Corporation, it is hereby agreed as follows:

Confidential Information

The Corporation will at all times maintain transparency with sponsors and the general public. Information concerning sponsors and/or fundraising efforts and plans shall not be used to benefit the fundraising efforts of any other organization.

Any request by a sponsor to remain anonymous or to limit information provided to the public shall be honored, except to the extent that the Corporation is legally required to disclose the identity of sponsors. All information about sponsors will be kept strictly confidential by the Corporation and its representatives unless the sponsor grants permission to release such information.

During my period of volunteer work, the Corporation may disclose or cause to be disclosed to me, confidential information relating to client or personnel matters, such as information regarding cases and salaries, medical treatment or diagnosis, terminations, layoffs or promotions, and disciplinary measures regarding individual directors, officers, employees, contract employees, other volunteers, financial information regarding contractual arrangements, pricing, letters of agreement or understanding, intellectual property developed by the Corporation, identifiable confidential matters, or information regarding prospective business of the Corporation I recognize such information to be the property of the Corporation and I agree to hold such information in trust and solely for the Corporation benefit and not to disclose such information to those inside or outside the Corporation either during or after volunteering, without the written consent of a Director of the Corporation.

Upon leaving the Corporation I agree not to take with me, without first obtaining the written consent of a director of the Corporation, any document or tangible evidence of confidential information or data belonging to, or under the control of, the Corporation, whether on disk, record or hard copy, whether an original or a reproduction.

Director or other Volunteer Signature: _____

Printed Name: _____

Date: _____

EXHIBIT B

VOLUNTEER LIABILITY WAIVER AND AGREEMENT

Career and Technical Education Equity Council, Inc. (the “Corporation”) is a non-profit corporation. The Corporation regularly engages volunteers in its activities. In consideration for my ability to participate in Corporation activities, by signing below, I, the Volunteer (or the Volunteer’s legal guardian, on the Volunteer’s behalf), agree that:

Policies and Safety Rules

For my safety and that of others, I will comply with the Corporation’s volunteer policies and safety rules and its other directions for all volunteer activities.

Awareness and Assumption of Risk

I understand that my volunteer activities may have inherent risks that may arise from the Corporation’s activities themselves, operations, my own actions or inactions, or the actions or inactions of directors, officers, employees, contract employees, other volunteers, and others present at Corporation events. These risks may include, but are not limited to, working in situations with many people and therefore exposed to illnesses, working in emotional or volatile environments, working at event venues, lifting objects, and performing repetitive tasks. I assume full responsibility for any and all risks of bodily injury, death, or property damage caused by or arising directly or indirectly from my presence or participation at Corporation events or participation in Corporation activities, regardless of the cause.

Waiver and Release of Claims

I waive and release any and all claims against the Corporation its directors, officers, employees, contract employees, and volunteers (associates), for any liability, loss, damages, claims, expenses and attorney’s fees (or attorneys’ fees) resulting from death, or injury to my person or property, caused by or arising directly or indirectly from my presence at Corporation events, or participation in activities on behalf of the Corporation, regardless of the cause and even if caused by negligence, whether passive or active. I agree not to sue any of the Released Parties on the basis of these waived and released claims. I understand that the Corporation would only permit me to volunteer with my agreement to these waivers and releases.

Medical Care Consent and Waiver

I authorize the Corporation to provide to me with medical personnel of its choice to provide medical assistance, transportation, and emergency medical services. This consent does not impose a duty upon the Corporation to provide such medical assistance, transportation, or emergency medical services. Additionally, I waive and release any claims against the associates arising out of any treatment, or medical service, including the lack or timing of such, made in connection with my volunteer activities with the Corporation.

Indemnification

I will defend, indemnify, and hold all associates harmless from and against any and all loss, damages, claims, expenses, and attorney’s fees (or attorneys’ fees) that may be suffered by any associate resulting directly or indirectly from my volunteer activities for the Corporation, except and only to the extent the liability is caused by the gross negligence or willful misconduct of the relevant associate.

Publicity

I consent to the unrestricted use of my image, voice, name, and/or story in any format including video, print, or electronic (materials) that any associate or others may create in connection with my participation in activities at or for the Corporation. The Corporation may make the materials available at its discretion to third parties, including photos, streamed, or other videos, on the Corporation’s website and internal displays, in the Corporation’s publications, or through any other media, including social networking websites. I waive any right to inspect or approve the finished product and acknowledge that I am not entitled to any compensation for creation or use of the finished product.

Confidentiality

As a volunteer, I may have access to sensitive or confidential information. This information includes, but is not limited to, identity, address, contact information, credit card numbers, and financial information of the Corporation clients, volunteers, sponsors, and associates. At all times during and after my participation, I agree to hold in confidence and not disclose or use any such confidential information except as required in my Corporation volunteer activities or as expressly authorized in writing by the Corporation’s President .

Publicity and Photo Release

I consent to the unrestricted use of my image, voice, name, and/or story in any format including video, print, or electronic (materials) that any associate or others may create in connection with my participation in activities at or for the Corporation. The Corporation may make the materials available at its discretion to third parties, including photos, streamed, or other videos, on the Corporation website and internal displays, in the Corporation. publications, or through any other media, including social networking websites and apps. I waive any right to inspect or approve the finished product and acknowledge that I am not entitled to any compensation for the creation or use of the finished product.

I do not agree to a photo release _____. (Initial Here)

Volunteer Not an Employee

I understand that:

- I am not an employee of the Corporation.
- I will not be paid for my participation.
- I am not covered by or eligible for any insurance, health care, worker’s compensation, or other benefits.

I may choose at any time not to participate in an activity, or to stop my participation entirely, with the Corporation.

Director or other Volunteer Signature: _____

Printed Name: _____

Date: _____

EXHIBIT C

POLICY CONFIRMATION STATEMENT

I have read and been informed about the content, requirements, and expectations of the policies for Career and Technical Education Equity Council, Inc. (“Corporation”). I have received a copy of the policies and agree to abide by the policy guidelines as a condition of volunteering as a Board Director / Officer for the Corporation, including the following:

- *Whistleblower Policy*
- *Conflict of Interest Policy*
- *Code of Ethics*
- *Social Media Policy*
- *Media Policy*
- *Insurance Policy*
- *Indemnification Policy*
- *Sexual and other Harassment Policy*
- *Record Retention Policy*

I understand that if I have questions at any time regarding any policies for the Corporation, I will consult with the President.

Please read all policies carefully to ensure that you understand them before signing this document.

Board Member Signature: _____

Board Member Printed Name: _____

Date: _____

EXHIBIT D

BOARD SERVICE AGREEMENT

As a board member of Career and Technical Education Equity Council, Inc. (hereinafter referred to as “Corporation”). I am fully committed and dedicated to the purpose of the Corporation and have pledged to carry out such purpose. I understand that my duties and responsibilities include the following:

1. I understand my legal responsibilities are to make good faith decisions (a duty of care); to be true to the purpose of the organization (a duty of obedience); and, to act in the best interest of the Corporation (a duty of loyalty).
2. I will make a personal financial donation annually to the Corporation.
3. I am responsible for the oversight and implementation of the Bylaws and policies of the Corporation.
4. I will take an active part in reviewing, approving, and monitoring the budget.
5. I will attend board meetings and be available for phone consultations.
6. I will read all consent agenda documentation prior to meetings.
7. I will maintain the confidentiality of information received through my service at the Corporation and will sign the Confidentiality Statement per the *Governance Manual*.
8. I will adhere to the policies of the Corporation and I acknowledge that I have received, read, will follow such policies, and will execute the Policy Confirmation Statement per the *Governance Manual*. I understand the policies and their necessity to the tax-exempt status of the Corporation.
9. I will take an active part to ensure the Corporation is not being utilized to promote, advertise, market, sell or distribute intellectual property, goods, or services which would lead to any form of private benefit to any member of the board or other individual.
10. I will volunteer to be a member of at least one committee.
11. If I am unable to meet my obligations as a board member, I will offer my resignation.

In signing this document, I understand that no rigid standard of measurement and achievement are being formed. I understand every board member is making a statement to act in the best of his or her abilities.

Signed: _____ Date: _____
Board Member

Acknowledged: _____ Date: _____
President of the Board

EXHIBIT E

ANNUAL CONFLICT OF INTEREST DISCLOSURE QUESTIONNAIRE

**For
Career and Technical Education Equity Council, Inc.**

This Questionnaire is to be completed by the Officers, Directors, key employees, and members of Board committees.

The *Annual Conflict of Interest Disclosure Questionnaire* adopted by the Board of Directors of the Corporation requires disclosure of certain interests. It is not uncommon to have these interests, but it is very important to make them known to the Corporation.

Use this questionnaire to disclose where you or your Family Members have certain affiliations, interests or relationships, and/or have taken part in transactions that, in light of your relationship to the Corporation, might possibly give rise to an actual, apparent, or potential conflict of interest.

NAME: _____

In accordance with the purposes and intent of the *Conflict of Interest* and *Code of Ethics Policy* adopted by the Board of Directors of the Corporation, a copy of which has been furnished to me, I hereby disclose that I or my Family Members have the following affiliations, interests or relationships, and/or have taken part in the following transactions:

1. BACKGROUND. Your role with the Corporation.

I hold the following positions(s) and/or have the following relationship(s) with the Corporation:

2. OUTSIDE INTERESTS.

Do you or any Family Member hold, directly or indirectly:

a. An ownership or investment interest in a company that does or may do business with, or that competes with, the Corporation?

No Yes – Explain in space below or add additional pages

b. A compensation arrangement with any Company or entity that does or may do business with, or that competes with, the Corporation? Examples: compensation for employment or independent contractor services, consulting fees, board stipends or fees, advisory committee fees, honoraria, etc.

No Yes – Explain in space below or add additional pages

c. A director, Director, officer, or board committee position with any other Company that does or may do business with, or that competes with the Corporation (including competition for grants or

donations)?

No **Yes** – Explain in space below or add additional pages

d. Any personal loans, advances, or other indebtedness to or from anyone who also does or may do business with the Corporation? (Note: You may exclude charge cards and personal or mortgage loans at market rates from financial institutions)

No **Yes** – Explain in space below or add additional pages

e. Do you or any Family Member compete, directly or indirectly, with the Corporation in the purchase or sale of property rights, interests, or services?

No **Yes** – Explain in space below or add additional pages

f. Do you or any Family Member provide managerial, consultative, or other services to or on behalf of any other Company that does or may do business with, or that competes with, the services of the Corporation?

No **Yes** – Explain in space below or add additional pages

g. Do you or any Family Member employ or otherwise retain any of the Corporation personnel for work on non-Corporation business done outside of the Corporation?

No **Yes** – Explain in space below or add additional pages

h. Have you or any Family Member used the Corporation property to conduct business that is not Corporation business, without prior approval of an executive of the Corporation?

No **Yes** – Explain in space below or add additional pages

i. If you are employed by the Corporation, have you accepted assignments outside of the Corporation, either as an employee or as an independent contractor, over and above your primary or full-time assignment with any Corporation?

No **Yes** – Explain in space below or add additional pages

j. Do you or any Family Member hold an elected or appointed office or other position of public responsibility that serves residents in the Corporation's service area?

No **Yes** – Explain in space below or add additional pages

k. Have you or any Family Member been a party to any action, suit, or proceeding during the past five years that might be deemed material to evaluating your ability, your integrity, or your interests with respect to the Corporation?

No **Yes** – Explain in space below or add additional pages

l. Do you or any Family Member know of any recent or pending actions, suit or proceeding in which you have an interest adverse to the interests of, or are a party adverse to the Corporation?

No **Yes** – Explain in space below or add additional pages

3. INSIDE ACTIVITIES

a. In your area of direct responsibility within the Corporation, do you employ or supervise anyone with whom you have a business or personal relationship?

No Yes – Explain in space below or add additional pages

b. Have you or any Family Member attempted to influence the Corporation concerning the employment or retention of any immediate family member or other individual with whom you have a business or personal relationship?

No Yes – Explain in space below or add additional pages

4. GIFTS, GRATUITIES, AND ENTERTAINMENT

a. Have you or any Family Member accepted gifts or other favors from any person or company under circumstances from which someone might think that such action was intended to influence you in the performance of your duties on behalf of the Corporation?

Note: This does not prohibit the acceptance of reasonable items of nominal value that are clearly tokens of respect or friendship and not related to any particular transaction or activity when the value of such entertainment or items does not exceed One Hundred Dollars (\$100.00).

No Yes – Explain in space below or add additional pages

b. Have you or any Family Member accepted any gifts, favors, or benefits valued in excess of One Hundred Dollars (\$100.00) from customers, suppliers, or agents of the Corporation?

No Yes – Explain in space below or add additional pages

5. OTHER

In the space below, please disclose any other interest, activities, investments, or involvement that you think might be relevant for full disclosure of all actual, apparent, or possible conflicts of interest.

No Yes – Explain in space below or add additional pages

List the question (such a 2b or 3a) and provide explanation here:

Add additional pages as needed to explain all yes answers.

Signed: _____ Date: _____

Officers, Directors, Key Employee

Printed Name