



**Computer Science
Teachers Association**

**BOARD
POLICY AND PROCEDURES
Fall 2024**

**COMPUTER SCIENCE TEACHERS ASSOCIATION
BOARD POLICIES AND PROCEDURES MANUAL**

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

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

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

<u>POLICIES</u>	<u>TITLES</u>
1.0	<u>GENERAL</u>
1.01	<u>Goals</u>
1.02	<u>Services to Former Chairpersons</u>
	<u>Adoption, Amendment, and Suspension of Board Policies</u>
1.03	<u>Consistency and Superseding Clauses</u>
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3.09	<u>Officers of the Board of Directors</u>
3.09	<u>Chairperson</u>
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4.0	<u>COUNCILS AND COMMITTEES</u>
4.01	<u>Advisory Council</u>
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4.03	<u>Committee Reports</u>
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5.0	<u>CSTA CHAPTERS</u>
5.01	<u>Chapters</u>
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6.0	<u>EXECUTIVE OFFICERS</u>
6.01	<u>Organization Offices</u>
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7.01	<u>Income's Effect on Tax Status</u>
7.02	<u>Reimbursement of Expenses</u>
7.03	<u>Financial Reports</u>
7.03.1	<u>Financial Statement Certification</u>
7.04	<u>Reserve Fund</u>
7.05	<u>Account Titles and Numbering Systems</u>
7.06	<u>Grant Funding</u>
7.07	<u>Investment Policy</u>
8.0	<u>CONTRACTOR/VENDOR</u>
8.01	<u>Policy on Member Participation as Vendor or Contractor to Association</u>

GENERAL SERIES (1.00)

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

POLICY 1.0 GENERAL

POLICY NO. 1.01

GOALS

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

MISSION

While the organization has not updated its official mission and vision statements in quite some time, we have in practice been working towards the overarching vision: At CSTA we believe that every student should receive a high quality K-12 computer science education, and that this is only possible in a world where every student has an effective computer science teacher.

We work towards this vision by:

Building and sustaining communities where teachers can connect with their peers, locally and globally

Engaging teachers in standards-aligned professional learning experiences

Guiding teachers with unbiased advice, standard setting, and review of curricula and PD.

VALUES

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

- CSTA is a **voice for teachers, driven by teachers**. We believe that teachers are essential to ensuring all students receive a high-quality CS education and value their perspective and expertise. We treat teachers with the respect and esteem they deserve for their passion, talent, and tireless work.
- CSTA is **member-focused**. We build strong relationships with our members, value their input, act on their feedback, and recognize their contributions to the community.
- CSTA is **committed to equity in our community and for the students our members serve**. We strive to build diverse and inclusive communities at the local, national, and global level. We welcome all CS educators and supporters to help build and grow our community.
- CSTA is **a place where people grow**. All members, supporters, and staff work together to meet members' needs. Together we welcome regular feedback and commit to continuous growth.

POLICY 1.0 GENERAL

POLICY NO. 1.02

SERVICES TO FORMER CHAIRPERSONS

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

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

POLICY 1.0 GENERAL

POLICY NO. 1.04

ADOPTION, AMENDMENT, AND SUSPENSION OF BOARD POLICIES

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

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

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

POLICY 1.0 GENERAL

POLICY NO. 1.05 CONSISTENCY AND SUPERSEDING CLAUSES

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

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

POLICY 1.0 GENERAL

POLICY NO. 1.06 RECORD RETENTION POLICY

CSTA strives to comply with the laws, rules and regulations by which it is governed and with recognized compliance practices. The CSTA Executive Director is responsible for periodic review of the record retention program. The Board of Directors endorses a record retention policy, and encourages the Executive Director to review the policies regarding specific documents on a periodic basis. The American Competitiveness and Corporate Accountability Act of 2002 (known generally as “Sarbanes-Oxley”) is not generally applicable to associations. However, its prohibition on the destruction of litigation and government investigation related documents does apply.

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

Documents from entities outside CSTA that are received relating to the following items are required to be converted to electronic records and stored in the designated Google Drive shared folder with appropriate protections and retained permanently:

- Articles of Incorporation
- By-laws
- Original IRS Form 1023 application
- IRS Determination Letter
- Trademark registrations
- Any annual reports to the Secretary of State/Attorney General
- Annual audits and Financial statements (year-end)
- Investment records and statements
- Federal and State annual tax returns
- Retirement Plan documents
- Board Policies/Resolutions
- Determination Letter from the IRS, and correspondence relating to it
- Insurance policies
- Board Meeting and Board Committee Minutes
- Real estate deeds, mortgages, bills of sale

Other documents that must be retained in electronic format for at least three (3) years and not more than seven (7) years after the termination of the relationship or document expiration or termination date, unless more restrictive state and/or federal compliance retention periods are required:

- Contracts
- Invoices
- 1099s
- Personnel records including:
 - Employment and termination agreements
 - Employee legal documentation such as completed I-9 form
 - Staff performance reviews
- Prior versions of policies and procedures manuals

Staff emails relating to critical organizational functions (accounting and finance, administration, compensation, people operations, board administration, grants, legal functions) should be retained for a period of not less than three (3) years in CSTA's designated email system. Not covered by this requirement are duplicate emails, technology system status notifications, spam or junk mail, preliminary drafts or work in progress, and informal notes and letters.

Board members are required to destroy all board-related documents after they complete their service on the board, with the exception of specific documents that are important to their post-board service for CSTA.

MEMBERSHIP SERIES (2.00)

<u>POLICIES</u>	<u>TITLES</u>
2.01	Overview
2.02	Code of Ethics for Members
2.03	Individual Members
2.04	Institutional Members
2.05	Affiliate Organizations
2.06	Membership Term

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.01

OVERVIEW

Membership in this Organization shall be available to individuals, other organizations, and companies who are interested in supporting teaching and learning in the computing disciplines at the K–12 level.

Applications for membership shall be made using CSTA's online association management system. The Executive Director, in consultation with the Executive Committee of the Board of Directors, shall determine the dues, responsibilities, and benefits of the various categories of membership.

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.02

CODE OF ETHICS FOR MEMBERS OF THE ORGANIZATION

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

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

As members of CSTA, we:

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

community, unbiased research, and leadership in workshops and conferences.

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

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.03 INDIVIDUAL MEMBERS

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

The membership fees and benefits of Individual Membership shall be established by the Executive Director, in consultation with the Executive Committee of the Board of Directors.

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.04 INSTITUTIONAL MEMBERS

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

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

The membership fees and benefits of institutional membership shall be established by the Executive Director, in consultation with the Executive Committee of the Board of Directors.

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.05

MEMBERSHIP TERM

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

POLICY 2.0 MEMBERSHIP

POLICY NO. 2.06

PROCEDURES FOR REVIEW OF CSTA MEMBER CONDUCT

This policy outlines the procedures and guidelines for the expulsion or suspension of a member of the Computer Science Teachers Association (CSTA) to maintain the integrity, standards, and professional conduct expected of all members.

In accordance with its Bylaws, the CSTA Board of Directors has the authority to expel or suspend a member based on the recommendations from the Executive Committee of the Board of Directors and after a thorough review of the case involving a member complaint.

A member may be expelled or suspended for reasons including, but not limited to: Violation of CSTA's Code of Ethics for Membership, Mission, Values, Policies, Event Codes of Conduct, Articles of Incorporation, Bylaws, and Policies. The CSTA Board of Directors reserves the additional right to expel or suspend members for illegal behavior.

Procedure:

- **Complaint:** Complaints or disputes involving a member code of conduct violation that cannot be resolved directly through informal interventions can be reported to a CSTA Board of Directors Member or the Executive Director. There is a 90 day period during which an incident can be reported.
- **Review:** A member of the senior leadership team of CSTA or the Executive Committee will conduct an initial review of the complaint to determine if there is sufficient evidence to proceed with a formal investigation. If the complaint lacks merit, it will be dismissed, and the complainant will be informed.
- **Investigation:** If the initial review finds merit in the complaint, a formal investigation will be conducted by a senior member of the CSTA leadership team as soon as possible and during a period not to exceed 30 days. The investigation will include interviews with the complainant, the respondent, and any witnesses, as well as a review of relevant documents and evidence.
- **Report:** Upon conclusion of the investigation, the investigator will prepare a report summarizing the findings and providing recommended action(s) to the Executive Director, who will share with the Executive Committee of the Board of Directors.
- **Board Review and Decision:** The Executive Committee of the Board of Directors may choose to receive the report with no action or move towards

action, including the expulsion or suspension of the member. If the Executive Committee of the Board of Directors moves to consider expulsion or suspension, the respondent will be given an opportunity to present their case before a final decision is made. Sufficient and verified notice will be given to the member requesting a hearing, and the member will have 15 days to respond. After the Executive Committee conducts a hearing with the respondent, a recommendation will be made to the Board of Directors who will hold a formal vote. A two-thirds majority vote is required for expulsion or suspension. Board of Directors members who are involved in any complaint must recuse themselves from voting on any formal member action.

- **Notification:** The member will be notified in writing of the Board's decision, including the reasons for expulsion or suspension and the effective date.
- **Appeal:** Members who have been expelled or suspended may appeal the decision in writing to the Board of Directors within 15 days of receiving the decision. The Board of Directors will review the appeal and make a final determination. The decision on the appeal is final and binding.
- **Reinstatement:** Expelled members may be reinstated after two years. The CSTA Membership team will submit the application for reinstatement to the Executive Director, who will bring the matter to the Board of Directors. The Board of Directors will vote on the reinstatement application. A two-thirds majority vote is required for reinstatement.

BOARD OF DIRECTORS SERIES (3.00)

<u>POLICIES</u>	<u>TITLES</u>
3.01	Board of Directors
3.02	Duties of the Board of Directors
3.03	Indemnification of the Board of Directors
3.04	Parliamentary Authority
3.05	Vacancies on the Board
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3.07	Confidentiality
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3.07.3	Antitrust Compliance Guidelines
3.07.4	Boycotts
3.08	Ex-Officio Board of Director Members
3.09	Officers of the Board of Directors
3.09.1	Chairperson
3.09.2	Chairperson-Elect and Past-Chairperson
3.09.3	Treasurer
3.10	Executive Committee Selection Process

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.01 MEMBERS OF THE BOARD OF DIRECTORS

The affairs and property of the Organization shall be managed by the Executive Director, in conjunction with the Board of Directors.

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

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

The elected positions are defined as follows:

K-8 Teacher Representative (2)—a classroom teacher who is currently teaching computer science at the elementary and/or middle school level (generally students aged 5-14).

9-12 Teacher Representative (2)—a classroom teacher who is currently teaching computer science at the high school level (generally students aged 14-18).

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

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

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

School District Representative (1)—an administrator who oversees, in some capacity, district-wide computer science education efforts.

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

At-Large Representative (2)—an educator who engages with pre-collegiate computer science teaching and learning.

One of the elected representatives will be selected as Chairperson and another as either Chairperson-elect or Past Chairperson (see process in section 3.10).

ACM is entitled to appoint one representative to the Board of Directors.

The following are appointed positions to the Board of Directors are:

- Partner Representatives (includes ACM)
- Treasurer

Appointed Representatives—a representative that fills a need identified by the Board of Directors in order to expand the perspectives of the Board. Board-appointed representatives are proposed by the Nominations & Elections Committee and approved by a majority vote of the Board. The number of appointments is limited such that at least 2/3 of the Board representatives must be elected by the membership.

Treasurer (1)—an appointed officer with full voting rights. The treasurer can be appointed from among the elected and/or appointed representatives. The treasurer must have a background in finance, preferably in the nonprofit organization field.

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

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

CSTA will hold an annual election process, led by the Nominations & Elections Committee (see 4.04 for details on process).

The term of a newly elected CSTA Board Director shall be for the duration of two years, starting at the first CSTA Board summer meeting following the election and concluding at the CSTA Board summer meeting two years later. Elected directors can serve at most three consecutive terms, and appointed directors can serve at

most two consecutive terms, before they must rotate off for at least one term. An exception will be made for a person moving up to the Chairperson position.

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

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

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.02 DUTIES OF THE BOARD OF DIRECTORS

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

1. Manage the affairs of CSTA with full authority and power granted to Boards of Directors of nonprofit corporations under the laws of the State of New York.
2. Recommend amendments and/or revisions to the Bylaws and Policies and Procedures, which it feels are desirable.
3. Approve Executive Director's selection and the compensation.
4. Hold nominations and an election for the Chairperson-Elect position as outlined in the Nominations and Elections Section (3.05).
5. Fill any vacancies on the Board of Directors that may occur between elections.
6. Review and approve CSTA's annual budget, review periodic financial statements, and participate in the annual financial audit.
7. Receive project ideas (preliminary proposals) for approval.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.03

INDEMNIFICATION OF DIRECTORS AND OFFICERS

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.04
PARLIAMENTARY AUTHORITY

RULES OF ORDER

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.05 VACANCIES ON THE BOARD

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

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

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

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

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

of a tie, the Chairperson will cast the deciding vote. The Chairperson will send an electronic communication no later than the fourth (4th) business day following the close of the election advising Board Members of the election results.

The number of members who constitute a quorum is defined in the Bylaws. If a quorum is present, a majority vote of those present and eligible to vote shall prevail as specified in Article IV, Section 7 of the Bylaws. The nominations committee may choose to provide electronic voting to the Board of Directors for situations where a synchronous or in-person meeting of the Board of Directors is not possible.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.06 BOARD OPERATIONS

REPORTS TO THE BOARD

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

ABSENTEEISM OF BOARD MEMBERS

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

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

MEETINGS

The Board of Directors shall meet at least four times per year and may additionally meet by telephone or videoconference at the discretion of the Chairperson. At the first meeting of the Board of Directors after the Chairperson takes office, the Chairperson shall fix the number of regular meetings of the Board of Directors for the year as well as tentative dates and locations of these meetings.

Special meetings may be called as specified in the Bylaws. Written notification of the meeting must be posted with documentation to each Board Member at least seven (7) calendar days prior to the meeting along with the agenda for said special meeting. No additional items may be considered at a Special Meeting besides those listed on the agenda.

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

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07 CONFIDENTIALITY

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

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07.1

CONFLICT OF INTEREST

Language approved at 10/2021 Board Meeting:

In order to avoid the appearance of a conflict of interest, care will be taken when asking board members to take on paid projects or engagements. Effort will be made to actively recruit non-board members to these opportunities. The hiring staff member must document how recruitment was conducted and/or the name of at least two non-board members who were considered, and the criteria used to determine that the board member was the best choice. The CSTA leadership team is authorized to approve contracts up to \$10,000; any contract over \$10,000 must be approved by the Executive Committee.

The purpose of this policy (the “Policy”) is to protect the interests of CSTA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Key Employee of CSTA. CSTA will not enter into any such transaction or arrangement unless it is determined by the Board in the manner described below to be fair, reasonable and in the best interests of CSTA at the time of such determination. See [Section 8.0](#) of this document for additional requirements for Board Members who seek to become a vendor or contractor to CSTA.

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

RELATED PARTY TRANSACTIONS AND DUTY TO DISCLOSE

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

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

Failure to disclose to the Board a known Financial or Personal Interest or a known potential Related Party Transaction may be grounds for removal from the Board or

termination from CSTA and may open the individual to civil or criminal penalties as defined by state and/or federal statutes.

DISCLOSURE AND VOTING

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

Non-Participation and Review. All transactions, agreements or any other arrangements between CSTA and a Related Party, and any other transactions which may involve a potential conflict of interest, shall be reviewed by the Directors of the Board. All Related Parties with a Financial or Personal Interest shall leave the room in which such deliberations are conducted. The Independent Directors of the Board will then determine whether the contemplated Related Party Transaction is fair, reasonable, and in the best interests of CSTA at the time of such determination. CSTA will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of CSTA at the time of such determination.

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

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

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

Voting. The Board or shall, after considering alternate transactions and/or comparability data, determine in good faith by vote of the Independent Directors of

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

All Related Parties with a Financial or Personal Interest must not be present for deliberations and voting on the transaction or arrangement in which he or she has a Financial or Personal Interest. However, Related Parties are not prohibited from providing information regarding the transaction to the Board prior to the Board's deliberations. Only Independent Directors of the Board shall vote on Related Party Transactions. No Director or Officer shall vote, act, or attempt to influence the deliberations improperly on any matter in which he or she has been determined by the Board to have a Financial or Personal Interest. Any attempt to vote, act, or improperly influence deliberations by a Related Party on any matter with which such person has a Financial or Personal Interest may be grounds for removal from the Board or termination from CSTA.

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

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

COMMITTEE REVIEW

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

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

RECORDS OF PROCEEDINGS

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

- The names of the persons who disclosed or otherwise were determined to have a potential or actual Financial or Personal Interest and/or conflict of interest, the nature of the potential or actual Financial or Personal Interest and/or conflict of interest, any action taken to determine whether a Financial or Personal Interest or conflict of interest exists, and the Board's decision as to whether a Financial Personal Interest and/or conflict of interest exists.
- The names of the persons who were present for discussions and votes relating to any determinations, including whether the Related Party and any members not considered to be Independent Directors, left the room during any such discussions, the content of such discussions, including discussion of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board.
- The minutes shall be documented contemporaneously to the decision and discussion regarding the Financial Interest or conflict of interest.

INITIAL AND ANNUAL WRITTEN DISCLOSURES

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

- (i) Any entity of which such person or a Relative of such person is an officer, director, trustee, member, owner, or employee and with which CSTA has a relationship,
- (ii) Any Financial Interest such person may have in any CSTA, organization, partnership or other entity which provides professional or other goods or services to CSTA for a fee or other compensation, and
- (iii) Any position or other material relationship such Director, Officer, Key Employee, or Relative of such person, may have with any not-for-profit corporation with which CSTA has a business relationship.

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

ANNUAL STATEMENTS

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

Individual understands that as a member of the CSTA Board of Directors he/she must observe certain fiduciary duties of loyalty, care, and obedience to the CSTA

Board of Directors. All members of the CSTA Board of Directors, its committees, and CSTA staff shall agree to adhere to the preceding Conflict of Interest and Confidentiality policies.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07.2 WHISTLEBLOWER POLICY

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

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

If feasible, employees are encouraged to present their complaint initially to their supervisor or to a member of the CSTA leadership team. However, if the employee is uncomfortable with presenting the complaint internally, the employee should contact a member of the Board of Directors Executive Committee. While the employee is not expected to prove the truth of the allegation, the employee should be prepared to be interviewed (unless the complaint is anonymous) and to submit whatever evidence is available in support of the allegation.

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

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07.3 ANTITRUST COMPLIANCE GUIDELINES

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

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

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

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

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

Participants in CSTA activities may receive antitrust training or advice from their employers or other organizations or entities they represent. This CSTA antitrust

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.07.4

BOYCOTTS

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.08

EX OFFICIO BOARD OF DIRECTOR MEMBERS

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

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

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

Duties of ex officio Board Members will be the same as elected Board Members, including attending all Board meetings. Ex officio members will have full voting privileges, count towards quorum, and may serve on or chair a standing committee, following established committee eligibility rules. .

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.09 OFFICERS OF THE BOARD OF DIRECTORS

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

- Chairperson,
- Chairperson-Elect or Past-Chairperson, and
- Treasurer
-

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

Duties of the Chairperson-Elect and Past-Chairperson include substituting for the Chairperson and supervising elections if appointed by the Chairperson.

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

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

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

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

of the Board of Directors meeting. The Executive Director will then distribute an edited set of the notes to the Chairperson and all Directors.

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.09.1

CHAIRPERSON

RESPONSIBILITIES OF THE CHAIRPERSON

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.09.2 CHAIRPERSON-ELECT AND PAST CHAIRPERSON

RESPONSIBILITIES OF THE CHAIRPERSON-ELECT AND PAST-CHAIRPERSON

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

POLICY 3.0 BOARD OF DIRECTORS

POLICY NO. 3.09.3 TREASURER

RESPONSIBILITIES OF THE TREASURER

1. Chair the Audit and Finance committee.
2. Meet with the Director of Finance and Administration, and the Executive Director annually to develop a plan for each upcoming audit season.
3. Meet with the audit firm every year to be apprised of the results of the audit and any findings with Director of Finance and Administration, and the Executive Director
4. Sign the audit engagement letter with the audit firm along with the Executive Director
5. Organize a meeting between the auditors and audit and finance committee at the start of the audit process
6. Liaise with Director of Finance and Administration, and the Executive Director over any potential audit findings
7. Meet with the audit firm (include Director of Finance and Administration, and the Executive Director) over any issues, at the auditor's request
8. Review the audit report, recommendations, and the management letter in detail
9. Review the tax return in detail and ask questions or point out issues

Review the financials at least quarterly BEFORE the pre-read is sent out

POLICY NO. 3.10
EXECUTIVE COMMITTEE SELECTION PROCESS

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

During the first Board Meeting of each new fiscal year, the Board of Directors will elect from among its members three (3) representatives to serve on the Executive Committee for one year. Should a member of the Executive Committee resign from the Board of Directors or Executive Committee, the Board will elect another Board Member to complete his/her term. Board of Director representatives to the Executive Committee must have previously served a minimum of one (1) year on the Board of Directors.

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

COMMITTEES (SERIES 4.00)

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

POLICY 4.0 COMMITTEES

POLICY NO. 4.01 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chairperson, Chairperson-Elect or Past-Chairperson, and three (3) additional Board Members elected by the Board of Directors. The Executive Director shall serve as an ex officio, nonvoting member of the Executive Committee.

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

1. That a proposed agenda of the Executive Committee session be sent to the members of the Executive Committee prior to the Executive Committee meeting.
2. That no changes to the Rules of Order of the Organization (Bylaws and Policies and Procedures) may be acted upon during the Executive Committee session.
3. That a quorum of the Executive Committee is defined as three-fifths (3/5) of the voting members of the Executive Committee.
4. That passage of any motion in an Executive Committee session requires an affirmative vote of three-fifths (3/5) of the voting members of the Executive Committee.

POLICY 4.0 COMMITTEES

POLICY NO. 4.02 COMMITTEE REPORTS

Written reports on committee activities shall be submitted to the Executive Director at least thirty (30) calendar days prior to the subsequent Board Meeting. It is the responsibility of the Directors appointed as board liaisons to ensure that their reports are submitted in a timely manner.

POLICY 4.0 COMMITTEES

POLICY NO. 4.03

GENERAL INFORMATION ABOUT COMMITTEES

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

MEMBERSHIP

The chair of each Committee shall be recommended by the Executive Director and appointed by the CSTA Board Chairperson.

The CSTA Board Chairperson, in consultation with the committee chair, shall designate the Board Members who will serve on the committee as a liaison to the board. Each committee chair shall appoint all other committee members, at the recommendation of CSTA staff.

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

PURPOSE

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

FUNCTIONS

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

POLICY 4.0 COMMITTEES

POLICY NO. 4.04

STANDING COMMITTEES AND SPECIAL COMMITTEES

CSTA Committees are designed to meet the ongoing needs of CSTA by supporting its programs and goals. Task Forces are designed to respond to short term challenges and issues. The Board of Directors must approve new Committees and Task Forces, and their goals.

Task Forces are made up of a subgroup of the CSTA Board of Directors. Task Forces are charged with reviewing a specific topic and reports back to the Board by the end of the fiscal year. In many cases, the Task Force brings recommendations to the Board to approve.

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

Each committee shall recommend to the Board of Directors action(s) deemed necessary and appropriate for the successful operation of CSTA.

CSTA Committees:

Committee	General/Ongoing Charges
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<p>Advocacy</p> <p><i>Subcommittee: Awards</i></p>	<ol style="list-style-type: none"> 1. Support a renewed CSALT cohort, including working with CSTA staff to provide resources and communication channels for CSALT members. 2. Provide input or support for advocacy initiatives at federal, state, or district levels. 3. Serve as an interface to other industry advocacy groups, tracking legislation, and keeping members informed of legislative activities of interest. 4. Work with administrative and regulatory agencies, such as OSTP and DoE, on issues concerning CS education. 5. Develop and maintain rubrics for CSTA awards, including Administrator Impact Award, Advocate of the Year, Infosys Teacher of the Year Award, and the Cutler-Bell Prize. 6. Disseminate calls for nominations, manage the submission process, and select recipients of CSTA awards, either directly or via separate review committees. 7. Identify and promote other CS-related awards and competitions.
<p>Annual Conference</p> <p><i>Subcommittee: International</i></p>	<ol style="list-style-type: none"> 1. Assist staff in selecting conference locations (2-3 years in advance). 2. Work with the Communications committee, as well as CSTA staff, to promote the conference via marketing, partnerships, and social media. 3. Disseminate the call for papers in the fall. 4. Work with the Professional Development and IDEA committees to refine the selection criteria for papers, workshops, and special sessions, with a goal of providing relevant content and diverse perspectives. 5. Manage the submission of proposals and select the program for the conference. 6. Work with CSTA staff in preparations for the conference, including accommodations to sponsors and exhibitors and in-conjunction events.

Chapters	<ol style="list-style-type: none">1. Work with CSTA staff to coordinate communications with chapters, including processing applications for new chapters and yearly chapter reports.2. Maintain an updated database of chapter leaders and chapter information.3. Identify and develop chapter resources to be embedded in the AMS.4. Support leadership development in the chapters.
IDEA (Inclusivity, Diversity, Equity & Accessibility)	<ol style="list-style-type: none">1. Oversee and recommend CSTA Equity-related initiatives.2. Identify, share, and promote equity-related initiatives in CS education with the board and membership.3. Work with CSTA staff to build partnerships with other groups in the CS ed community. (e.g., BGWC, NCWIT).4. Regularly review Web site content to ensure that it reflects inclusivity and diverse communities.5. Assist the Research and Development committee with proposals to ensure that equity and inclusivity are addressed.6. Assist the Member Engagement and Nominations and Elections committees in identifying potential leaders from underrepresented communities.

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

Research & Development	<ol style="list-style-type: none">1. Craft and maintain a research plan/ agenda with priorities for CSTA.2. Monitor CSTA research projects, reporting progress to the board.3. Evaluate requests for CSTA to sign off onto other researcher proposals.4. Identify the highest priority needs from strategic planning, and determine which could be fundable.5. Assist in the development of grants and/or project proposals.6. Increase breadth and depth of industry partners.
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CSTA CHAPTERS SERIES (5.00)

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

POLICY 5.0 CHAPTERS

POLICY NO. 5.01 CHAPTERS

PURPOSE

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

APPLICATION PROCEDURE

All Chapter applications must be submitted in writing to the CSTA Chapter Relations Manager.

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

FUNCTIONS

1. Chapters develop and sustain a strong community for all educators and advocates of computer science (CS) and related courses and those who integrate CS into their spaces.
2. Chapters plan and host, collaborate, or contribute to a diverse program of professional development, networking, and support to meet members' needs.
3. Chapters operate effectively, with strong leadership, procedures, branding, and sound financial management.
- 4.
- 5.
- 6.

BENEFITS/RESOURCES AVAILABLE TO CSTA CHAPTERS

1. Approved use of the CSTA name.
2. Unlimited use of CSTA Chapter logo for identification.
3. Listing of regular meeting times/activities in the member communications as appropriate.
4. Advice and support from Chapter Relations Lead or Regional Chapter Success Coordinator.

5. CSTA promotional materials.
6. CSTA chapter grants for specific chapter events and initiatives.
7. Opportunity for Chapter leaders to attend leadership events, including Chapter Leadership Summit and MidYear Chapter Leadership Summit.
8. Publicity of professional development opportunities in the region.
9. Facilitation of connections to local post-secondary institutions interested in K–12 issues.

OBLIGATIONS OF CSTA CHAPTERS

1. Ensure that the chapter has a clearly stated tax exempt appropriate purpose/mission aligned to CSTA's mission.
2. Have a minimum of ten (10) members not all from the same institution.
3. Ensure that chapter members are CSTA members in good standing.
4. Hold regular membership meetings.
5. Have a formal leadership structure and an identified slate of leaders.
6. Ratify a set of bylaws that meet CSTA requirements.
7. Provide a chapter name that reflects geographic location.
8. Continuity of elected leadership.
9. Have a non-restrictive membership.
10. Include a dissolution clause in the bylaws that provides for the disbursement of excess funds to CSTA.
11. Provide standardized, ongoing communication to members.
12. Complete the CSTA annual report that details current chapter membership, a financial report, a description of activities during the past year, and proposed activities planned for the upcoming year.
13. Regularly communicate updates regarding leadership, membership, and activities to the CSTA Chapter Relations Lead.
14. Maintain relationships with other local chapters as appropriate.

15. Answer requests for information from CSTA promptly.
16. Promote CSTA and CSTA+ membership to its membership and in the local region.

POLICY NO. 5.02
CHAPTER APPLICATIONS AND BYLAW APPROVALS

Application for Chapter formation must be submitted to the CSTA Chapter Relations Lead and must include all of the requisite information requested on the application document.

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

Updates to chapter bylaws will be reviewed by the Chapter Relations Lead for compliance with CSTA policies and procedures. If in compliance, bylaws will be forwarded to the Executive Committee electronically for approval. Executive Committee members will have five (5) business days to review chapter bylaws and approve or express concerns. The bylaws will be considered approved when a three-fifths (3/5) majority has been achieved.

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

EXECUTIVE OFFICERS SERIES (6.00)

<u>POLICIES</u>	<u>TITLES</u>
6.01	Organization Offices
6.02	Executive Officers
6.03	Compensation

POLICY 6.0 EXECUTIVE OFFICERS

POLICY NO. 6.01 ORGANIZATION OFFICES

CSTA HEADQUARTERS

CSTA's official corporate headquarters is in New York, New York.

CSTA is a Limited Liability Company, a subsidiary of ACM, with a separate non-profit tax exemption and separate financial accounts.

POLICY 6.0 EXECUTIVE OFFICERS

POLICY NO. 6.02 EXECUTIVE DIRECTOR

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

The Executive Director shall be accountable to the Board of Directors. The Executive Director shall serve as the principal administrative officer and is responsible for carrying out the policies as set by the Board of Directors. All paid employees at their respective office shall directly or indirectly report to the Executive Director except where otherwise specified by the Board of Directors.

MANAGEMENT

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

MEMBERSHIP

1. Maintain current and accurate membership records.
2. Distribute notices of membership dues and renewals.

PUBLICATIONS

1. Manage CSTA's publications to ensure maintenance of standards of quality and policies.
2. Distribute any pertinent information to CSTA's publication editors.
3. Oversee the publication of all of the CSTA's information and resources.

CONFERENCES AND WORKSHOPS

2. Oversee CSTA's staff in the performance of their duties relating to the planning, promotion, and delivery of CSTA's supported or endorsed professional development events and activities, including the annual conference.

ELECTIONS

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

GENERAL

1. Represent CSTA in the absence of its elected officials whenever necessary.
2. Coordinate the activities among and between various CSTA committees.
3. Maintain official CSTA records in accordance with the Record Retention Policy (1.06).
4. Maintain the security of all critical CSTA records, including personal information of the members.
- 5.
- 6.

7. Develop plans and programs and assist in the implementation of approved projects.
8. Answer, or forward to the appropriate official or staff member, all correspondence and communications directed to CSTA.

POLICY 6.0 EXECUTIVE OFFICERS

POLICY NO. 6.03 COMPENSATION

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

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

Cost of Living Adjustment:

The CSTA Board recommends a cost of living adjustment to the executive director's base salary of up to 3%, consistent with the COLA awarded to other CSTA staff.

ED Base Salary:

- **Executive Committee** should review ED's salary every year in August during the CSTA staff review period.
 - Being aware that this is a nonprofit organization for teachers. We need to be cautious about salaries perceptions to our members.
- Annual salary review is based on merit, cost of living adjustments, and compensation studies:
 - Salary recommendation is based on similar nonprofit organizations with an eye to reviewing any salary compression with other direct reports.
 - Compensation studies are based on a national (not local market) comparison as employees can be based anywhere in the country.
 - COLA is awarded the same as other CSTA employees and determined by CSTA staff.
 - Experience, knowledge, and skills being brought to CSTA should be considered when setting initial salaries. Improvements and growth of these skills should also be considered during annual salary reviews.
 - Salary increases beyond alignment with the compensation study should be considered for multiple years of improvement of the organization and individual growth. For example, the number of staff,

size of the budget, ED responsibilities, etc. have changed since the last increase and indicate a greater level of responsibility.

- ED benefits are consistent with other CSTA employees and include:
 - CSTA matches up to 6% of employee retirement contributions.
 - CSTA covers the health, dental and vision costs of all full-time employees.
 - CSTA has a monthly tech reimbursement since all staff work from home.

FISCAL MANAGEMENT SERIES (7.00)

<u>POLICIES</u>	<u>TITLES</u>
7.01	Income's Effect on Tax Status
7.02	Reimbursement of Expenses
7.03	Financial Reports
7.03.1	Financial Statement Certification
7.04	Reserve Fund
7.05	Account Titles Systems
7.06	Grant Funding
7.07	Investment Policy

POLICY 7.0 FISCAL MANAGEMENT

POLICY NO. 7.01 INCOME'S EFFECT ON TAX STATUS

Before CSTA enters into any activity that generates Unrelated Business Income greater than \$50,000 per year, the activity's effect on CSTA's tax status shall be investigated by the Executive Director and the Executive Committee.

POLICY 7.0 FISCAL MANAGEMENT

POLICY NO. 7.02 REIMBURSEMENT OF EXPENSES

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

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

Reimbursement for Board Members will cover:

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

Board Members are responsible for submitting an expense report using CSTA's online reporting system, along with all receipts, within thirty (30) calendar days from return of trip. After sixty (60) days, expenses are not reimbursable.

CSTA Staff, Executive Director, Board Member, and Committee expenses will be submitted for review and approval to CSTA's Director of Finance and Administration.

POLICY 7.0 FISCAL MANAGEMENT

POLICY NO. 7.03 FINANCIAL REPORTS

The Executive Director will be responsible for submitting a yearly financial report and periodic interim status reports to the Board of Directors.

The CSTA Executive Director will prepare a proposed annual budget within the calendar quarter preceding the start of the new fiscal year. The Executive Committee and Board Treasurer will be briefed on the proposed budget in advance of the budget being submitted to the CSTA Board of Directors for approval.

At each subsequent quarterly board meeting, the CSTA Leadership Team will provide a status update to the Board of Directors comparing CSTA's actual performance to the approved budget.

POLICY 7.0 FISCAL MANAGEMENT

POLICY NO. 7.03.1

FINANCIAL STATEMENT CERTIFICATION

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

As a Limited Liability Company subsidiary of ACM, CSTA produces independent financial statements. CSTA produces a Form 990, and participates in independent audits, both separate from ACM. The CSTA Board of Directors Audit Committee participates in these audits and is consulted on the Form 990 prior to its submission to the IRS. The Executive Director signs the Form 990 certifying the accuracy of the financial statements. The audit and Form 990 are shared with ACM to ensure they have full transparency into CSTA’s financial records and financial management and reporting practices.

CSTA will report on its financial status to members on an annual basis via an annual report. The Executive Director and the Chief Operating Officer or Director of Finance and Administration and/or Board Treasurer of CSTA will both sign the annual financial statements of CSTA. These signatures are intended to reflect that the Executive Director and the Director of Finance and Administration take personal responsibility for the accuracy of the financial statements and that both have reviewed the statements carefully and stand by them.

POLICY 7.0 FISCAL MANAGEMENT

POLICY NO. 7.04

RESERVE FUND

Procedures:

1. CSTA shall set up a reserve fund separate from its general operating bank account(s). The Executive Director, in consultation with the Executive Committee and Board Treasurer, shall manage the investment of the monies in the reserve fund in accordance with the Investment Policy.
2. The maximum amount of money to be held in the reserve fund at the end of any fiscal year shall be the total of CSTA revenue for the most recent three fiscal years. Any surplus funds in the reserve fund shall be expended during the next fiscal year at the discretion of the Board.
3. Each fiscal year at the Summer meeting, the CSTA Executive Committee shall designate a portion of annual revenue to be added to the reserve fund. Should this amount cause the reserve fund to exceed its maximum amount, the budgeted line item shall be reduced accordingly.
4. Any money from the reserve fund (other than monies expended due to the reserve fund being at its maximum amount) shall only be budgeted or expended based on a two-thirds (2/3) majority vote of the Board of Directors.
5. Any changes to this policy require a two-thirds (2/3) majority vote of the Board of Directors.

POLICY 7.0 FISCAL MANAGEMENT

POLICY NO. 7.05
ACCOUNT TITLES SYSTEMS

CSTA budgets and financial reports shall incorporate CSTA's set of account titles.

POLICY 7.0 FISCAL MANAGEMENT

POLICY NO. 7.06 GRANT FUNDING

CSTA shall incorporate overhead costs on grants from entities other than ACM with an Indirect Cost Rate of at least 15% of allowed costs. Grants secured through government-backed programs (generally federal or state programs) shall be charged the *greater* of the 10% federal de minimis rate or any future CSTA-negotiated federal indirect rate.

The above indirect rate requirements for all non-government-backed grants shall be waived upon the approval of the Executive Director, and if the grant amount is \$100,000 or more, the Board Chair will be notified.

POLICY 7.0 FISCAL MANAGEMENT

POLICY NO. 7.07 INVESTMENT POLICY

CSTA may invest excess funds that exceed its cash flow needs for the next 3-6 months in low-risk financial products that generate interest that exceeds what is available in traditional checking and savings accounts. These financial products may include, but are not limited to, U.S. Treasury bills and notes, bank-issued Certificates of Deposit, and money-market funds.

It is CSTA's policy to sell any donated, publicly-held stock upon receipt on the first available trading day after the donation. CSTA may refuse to accept any donation that is not easily converted to U.S. dollars at the discretion of the Executive Director (i.e. collectibles, real estate).

CONTRACTOR/VENDOR SERIES (8.00)

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

POLICY 8.0 MEMBER AS VENDOR OR CONTRACTOR

POLICY NO. 8.01

POLICY ON MEMBER PARTICIPATION AS VENDOR OR CONTRACTOR TO ASSOCIATION

PURPOSE

The following policy applies whenever a Board Member, programmatic partner, donor, committee member, or Individual Member of the Association desires to offer goods or services to the Association for a fee. This policy is designed to ensure CSTA compliance with laws and rules concerning conflicts of interest, private inurement, and private benefit. In the policy that follows, “Member” refers to any of the roles described above as they relate to CSTA unless otherwise specified.

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

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

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

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

4. No role in the post-award evaluation process. If a Member of the Association becomes a vendor or contractor to CSTA, such Member shall not participate, directly or indirectly, in any process by which the Member's performance as a vendor or contractor to CSTA is evaluated, either formally at Board or committee meetings or informally through private conduct, communication, and discussion, except to the extent permitted for non-member vendors or contractors to CSTA.
5. Transaction must be in the best interests of CSTA. The transaction must be fair to and in the best interests of CSTA. To this end, to ensure a competitive evaluative process, standard acquisition processes *must* be utilized whenever one of the would-be vendors or contractors is a Member of CSTA. Further, the following questions must be considered by the Board of Directors and/or other governing body making such decisions:
 - a. Is CSTA paying more or getting less than it would from a non-interested seller or buyer for comparable goods or services?
 - b. What efforts have been made to develop "comparables" to help establish "fairness" (e.g., surveys, competitive bids)?
 - c. Will the vendor or contractor provide the best quality goods or services at the most competitive price?
6. No special advantages in marketing or promotion. If a Member of CSTA becomes a vendor or contractor to CSTA, such Member cannot use his or her membership in CSTA to market or promote his or her business, except to the extent permitted for non-Member vendors or contractors to CSTA (e.g., advertisements in magazines at standard advertising rates, booths at trade shows at standard booth rates, corporate sponsorships), and provided that such marketing and promotion may highlight the fact that she/he is a vendor to and an Individual Member of CSTA. These exclusions do not prohibit vendors or contractors from gaining benefits available through organizational membership in CSTA.
7. Board Members who seek to provide services to CSTA under this policy are also required to be in compliance with the Board of Directors Conflict of Interest policy ([Section 3.07.1](#) in this document).