



Board Policies and Procedures

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PURPOSE

The Board of Directors shall serve as an advisory board for the New Mexico DECA Association. They will develop policies and procedures.

- I. The essential function of the DECA Board of Directors shall be policy making and responsibility for sound management. It shall formulate and determine the general program deemed necessary for the administration and development of the organization in accordance with its stated goals and purposes.
- II. They shall determine and review the objectives of the State Association. Authorize the establishment and discontinuance of programs, projects, and activities. To set policies that relate to the program and membership of the organization. Evaluate periodically the effective implementation of the program. Approve a budget. Interpret and advocate the goals and policies and program activities of the State Association to groups and individuals within and outside the organization.

MEMBERSHIP

- I. The membership on the NM DECA Board of Directors is intended to reflect in its membership and leadership the diversity among members of the profession. Diversity is defined to be the inclusion of all qualified persons whose differences may include but are not limited to age, ethnicity, physical ability, gender, race, or religion.
- II. The Board of Directors may be composed of the Board Chairperson, no less than two and no more than four advisors from either district (combined total not to exceed eight) New Mexico DECA advisors from District 1 and District 2, Education or Industry representatives not to exceed 5, and the State Secondary President. The State Advisor/Director, State Officer Coordinator(s) and the Education Administrator or representative from the PED-CCRB will serve in non-voting positions on the board.
 - A. Representation. Members of the Board shall serve as advisors to the New Mexico DECA Board as a whole and not as representatives of any other body while taking into consideration the views and interests of others.
 - B. Members representing each of the Districts must have at least 3 years of teaching experience.
 - C. Assumption of Office. Persons selected and/or elected to the Board of Directors shall assume their office at the next regularly scheduled meeting.
 - D. A Board of Director member must be present at a minimum of seventy-five (75%) of the Board meetings, or the Board member will be asked to resign from the Board.

TERMS OF OFFICE

- I. Members shall serve two years. Half of the board will rotate off every year with the exception of the state secondary president and state officer coordinator who shall serve for one year. The chairperson shall serve a three-year term.
- II. Vacancies. The Board may fill vacancies at any meeting and will fulfill the original term of office as their predecessor.

- I. Officers of the Board shall consist of a chairperson, a vice-chairperson, and a secretary. The officers shall consist of the Chairperson who will be appointed by the Board of Directors to serve a two-year term at the will of the Board. The Chairperson will appoint a Finance, Program, and Policy Chair. The Board Chairperson will appoint a member of the Board to serve as recording secretary for meetings.

Election, Terms, and Vacancies of Officers

- II. Elections of new board members will be held at the Board meeting during the State Career Development Conference. The elected member will begin their term at the next regularly scheduled meeting.
- III. The above officers shall be elected by the members of the Board from among members of the Board. The chairperson shall serve a term of two (2) years and the vice-chairperson and secretary shall serve one (1) year or until their successors shall have been elected and assume office. Officers may be eligible for re-election; however, no director shall serve in the same office for more than two (2) consecutive terms. Any vacancy among the officers shall be filled at the following duly constituted meeting of the Board.

DUTIES OF BOARD MEMBERS

- I. Chairperson and Vice-Chairperson. The chairperson shall preside at all meetings of the Board and shall perform the duties customary to that office. The chairperson shall chair the Executive Committee and shall be a member ex officio of all committees of the Board. In the absence of the chairperson, the vice-chairperson shall preside at meetings of the Board and Executive Committee and perform all duties pertaining to the office of the chairperson. The chairperson shall appoint all standing and ad hoc committees of the Board in consultation with the State Advisor/Director.
- II. Secretary. The secretary of the Board shall record all motions and actions, shall keep a record of all meetings, shall give due notice of all meetings of the Board; shall communicate actions of the Board to all proper persons, organizations, and groups; shall prepare an agenda for meetings in collaboration with the chairperson of the Board and State Advisor/Director. The secretary shall ensure that these policies and procedures are adhered to in all matters. The secretary's report shall be kept in the office of the organization.
- III. Treasurer. The Treasurer of the Board of Trustees will oversee the New Mexico DECA scholarship checking account and/or any other accounts obtained in the name of New Mexico DECA.
- IV. Committees of the Board - There shall be an Executive Committee and ad hoc committees of the Board. The Executive Committee shall exercise all powers of the Board at such times as the Board is not in session, except that it shall not have the power to alter or revoke any previous order, resolution, or vote of a meeting of the Board, and it shall not have the power to elect or remove officers and members of the Board, elect or remove the State Advisor/Director, or amend the charter or By-Laws of the corporation.
- V. The Executive Committee shall report all its interim actions in writing at the next regular meeting of the Board for approval. The Executive Committee shall consist of all officers of the Board, the committee chairs and the State Advisor/Director.

MEETINGS

- I. The Board shall have annual regular and special meetings. Regular Meetings shall be at least two regular meetings of the board each year. Special Meetings of the Board may be called by the chairperson of the Board, by any three voting members of the Board, or by the State Advisor/Director and any two voting members of the Board. The secretary shall notify the Board of the meeting.
 - A. Location -All regular and special meetings of the Board shall be held at a site to be designated by the State Advisor/Director.
 - B. Notice - The State Advisor/Director/Director and the Board shall establish a calendar of regular meetings at least twelve (12) months in advance. The calendar shall serve as a notice of regular meetings, starting date, time, and location of these meetings. Written confirmation of regular meetings and the agenda and information relative to items of business shall be sent to directors, no less than ten (10) days in advance. The same shall apply to special meetings of the Board.
 - C. Order and Nature of Business - The chairperson in consultation with the secretary and State Advisor/Director shall determine the selection and order of business during Board meetings. Board meetings shall address themselves to important matters of policy and planning and priority issues and problems, giving minimal attention and time to administrative matters. At least once a year the Board shall consider the long-range plans of New Mexico DECA.
 - D. Attendance by Non-Directors - Non-directors may attend all board meetings except when the boards of directors are called into executive session. Executive Session. The board may hold an executive session in the course of any meeting in which only voting members shall participate.
 - E. Meetings of the Board shall be held at the call of the chairperson of the Board at such date, time and location as the chair may designate. At least seven (7) days before each meeting, the secretary shall send to each member of the committee a notice of date, time and location of the meeting. The agenda and information relative to items of business shall be sent whenever possible.
 - F. Conference telephone meetings and electronic means shall be permissible when deemed necessary, but the Board of Directors at the next stated meeting shall be ratified and put into record.

EXPENSES

- I. Travel requests must be submitted to the Board Chair or State Advisor/Director prior to the meeting.
- II. Board members may be reimbursed for actual expenses (mileage and housing) for meetings upon board/finance approval and provided that monies are available.

VOTING

- I. A majority of the voting members present at the meeting (provided there is a quorum) shall carry all motions, resolutions or proposals brought before the Board and its committees for action except where otherwise provided. A quorum is reached when half +1 of the board members are present.
 - A. When necessary, the Board Chairperson may poll Board members by electronic means. This shall be considered a proper means for the Board to conduct business.
 - B. All members of the board will have voting rights with the exception of the State Advisor/Director and the State Officer Coordinator.
 - C. In order for a Board member to vote by proxy, the absent Board member must have provided a written notification of the proxy to the Board Chair prior to the start of the meeting (without sending a proxy), that member will be replaced.
 - D. The Board Chairperson may break ties when necessary.

CONFLICT OF INTEREST POLICY

- I. Purpose: The purpose of the conflict of interest policy is to protect New Mexico DECA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of New Mexico DECA 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 interest applicable to nonprofit and charitable organizations.
- II. Definitions
 - A. Interested Person: Any employee, volunteer, board member, or member with governing board delegated powers, who has a direct or indirect financial interest or potential for personal gain, as defined below, is an interested person.
 - B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which New Mexico DECA has a transaction or arrangement,
 2. A compensation arrangement with New Mexico DECA or with any entity or individual with which New Mexico DECA has a transaction or arrangement, or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which New Mexico DECA is negotiating a transaction or arrangement.
 - a. Compensation includes direct and indirect remuneration as well as gifts or favors that are greater than \$100.
 - b. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.
- III. Procedures
 - A. 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 governing board delegated powers considering the proposed transaction or arrangement.
 - B. 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 governing 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.

C. Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the governing board 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.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether New Mexico DECA 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in New Mexico DECA 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.

D. Violations of the Conflicts of Interest Policy: If the governing board or committee has reasonable cause to believe employees, volunteers, board members, or members have failed to disclose actual or possible conflicts of interest, it shall inform the employee, volunteer, board member, or member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

IV. Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain:

- A. 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 governing boards' or committee's decision as to whether a conflict of interest in fact existed.
- B. 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.

- V. Compensation:
 - A. A voting member of the governing board who receives compensation, directly or indirectly, from New Mexico DECA for services is precluded from voting on matters pertaining to that member's compensation.
 - B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from New Mexico DECA for services is precluded from voting on matters pertaining to that member's compensation.
- VI. Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - A. Has received a copy of the conflicts of interest policy,
 - B. Has read and understands the policy,
 - C. Has agreed to comply with the policy, and
 - D. Understands New Mexico DECA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- VII. Periodic Reviews: To ensure New Mexico DECA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - B. Whether partnerships, joint ventures, and arrangements with management organizations conform to New Mexico DECA 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 in an excess benefit transaction.
- VIII. Use of Outside Experts: When conducting the periodic reviews as provided for in Article VII, New Mexico DECA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

I have read the New Mexico DECA Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a New Mexico DECA Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the New Mexico DECA Board of Directors Chair in writing.

Disclosure of Actual or Potential Conflicts of Interest:

Board Member Signature: _____ **Date:** _____

Board Member Printed Name: _____

SEXUAL HARASSMENT POLICY

- I. Objective:
 - A. To clearly state New Mexico DECA, Inc.'s (New Mexico DECA) policy with regard to sexual harassment whether such action results from the conduct of employees, volunteers, board members, members, or certain others associated with New Mexico DECA.
 - B. To provide for disciplinary action in the event the policy is not followed.
- II. Content:
 - A. It is the policy of New Mexico DECA that all employees, volunteers, board members, or members be able to work in a setting free from all forms of unlawful discrimination, including harassment, on the basis of race, color, religion, gender (sex), national origin, age or disability. New Mexico DECA will not tolerate work-related harassment of employees whether it occurs on or off the job.
 - B. "Sexual harassment" means unwelcome or unsolicited sexual behavior, including sexual advances, requests for sexual favors, dirty jokes, and other verbal or physical conduct of a sexual nature when:
 1. Submission to such conduct is made either explicitly or implicitly a term or a condition of an individual's continued involvement with New Mexico DECA.
 2. Submission to or rejection of such conduct by an individual is used as the basis for involvement affecting such individual, or
 3. Such conduct has the purpose or effect of unreasonably interfering with an individual's participation or creating an intimidating, hostile, or offensive environment for the employees, volunteers, board members, or members, including, but not limited to jokes, calendars, posters, cartoons, magazines; derogatory or physically descriptive comments about or toward another employee; sexually suggestive comments; inappropriate use of New Mexico DECA communications facilities; unwelcome touching or physical contact; punishment or favoritism on the basis of an employee's sex; sexist slurs; negative stereotyping; and public displays of affection.
 - C. Activities described above are prohibited on the part of all employees, volunteers, board members, or members, whether or not in a position of power or authority. It is not necessary that there be a supervisory relationship between the involved persons for the activity to be a violation of this policy.
 - D. Any employee, volunteer, board member, or member who feels they have been subjected to any prohibited activity described above should report the incident immediately to their supervisor or the Board of Directors Chair. An

employee, volunteer, board member, or member may report harassment without first contacting their supervisor. All resulting investigations will be initiated promptly and will be handled confidentially as possible consistent with New Mexico DECA's need to conduct an adequate investigation and take appropriate corrective action to rectify any harassment in violation of this policy that is found to have occurred.

- E. Retaliation against an employee, volunteer, board member, or member who makes a good faith report of harassment or who participates in good faith in an investigation is prohibited.
- F. The Board of Directors Chair or designee, will meet with employees, volunteers, board members, or members initially upon involvement and thereafter no less than annually, to explain the provisions of this policy **and** to restate New Mexico DECA's prohibition of harassment and retaliation, and to describe the possible disciplinary consequences of violating this policy.
- G. Any employee, volunteer, board member, or member violating this policy will be subject to disciplinary action up to and including termination of involvement.
- H. This policy is not intended to supersede school district policies.

III. Responsibility:

Supervisory personnel and the Board of Directors Chair shall be responsible for the enforcement of this policy.

I have read the New Mexico DECA Sexual Harassment Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a New Mexico DECA Board member.

Board Member Signature: _____ **Date:** _____

Board Member Printed Name: _____

NON-DISCRIMINATION POLICY

It is the policy of New Mexico DECA to select, develop, and promote board members, advisors, vendors, partners and student leaders based on individual ability, experience, and community relationships. New Mexico DECA does not and will not tolerate any discrimination based on race, religion, color, national origin, veteran status, creed, gender, age, marital/family status, physical ability/disability, sexual orientation, or genetic coding.

Additionally, New Mexico assures equal opportunity in all opportunities afforded to board members, advisors, and student participants.

Any person who believes that he or she has experienced discrimination in the above areas should report the facts to the Executive Director or the Board of Directors Chair. If a person is not satisfied, he or she may then report it to the State of New Mexico Equal Rights Commission or Office of Civil Rights, who will investigate the complaint.

This policy also prohibits reprisals or retaliation against any person because he or she has filed a complaint.

- I. Objective: To encourage and provide an avenue for employees, volunteers, board members, and members of New Mexico DECA, Inc. (New Mexico DECA) to make internal reports of suspected wrongdoing by New Mexico DECA employees, management, board members, and/or members; to explain the procedure for the handling of such reports; and to provide for protection against disciplinary or retaliatory action for such good faith reporting.
- II. Content:
 - A. New Mexico DECA encourages good faith reporting by employees of suspected wrongdoing by its employees, volunteers, board members, and members. It is the policy of New Mexico DECA that no retaliation shall occur against employees, volunteers, board members, and members when good faith reports of suspected wrongdoing are made.
 - B. Suspected wrongdoing may include any form of suspected illegal activity, accounting or auditing matters, violation of New Mexico DECA ethics policies, violation of other New Mexico DECA policies, or other wrongdoing against New Mexico DECA or its employees, volunteers, board members, and members. Examples of such conduct include, but are not limited to:
 1. Forgery or alteration of documents,
 2. Unauthorized alteration or manipulation of computer files,
 3. Fraudulent financial reporting,
 4. Misappropriation or misuse of New Mexico DECA resources such as funds, supplies, or other assets,
 5. Authorizing or receiving compensation for goods not received or services not performed, and
 6. Authorizing or receiving compensation for hours not worked.
 7. Employment-related concerns should continue to be reported through normal channels, such as to your immediate supervisor.
 - C. Reporting procedure:
 1. Employees, volunteers, board members, and members shall report suspected wrongdoing to their supervisor; provided that, if the immediate supervisor is involved in the activity, the suspected wrongdoing shall be reported to the next level of authority, including the Chair of the Board of Directors.
 2. Reports will be used as the starting point for investigations. For that reason, reports should contain as much information as the reporting employees, volunteers, board members, and members have available so

that New Mexico DECA may investigate the allegations as thoroughly as possible. (Although the reporting employees, volunteers, board members, and members are not expected to prove the truth of reported concerns, reports must be made in good faith and without significant omissions.)

D. Investigation:

1. All good faith reports of suspected wrongdoing will be investigated with due diligence.
2. All New Mexico DECA employees, volunteers, board members, and members have a duty to cooperate with such investigation.
3. The Board of Directors Chair may designate one or more employees, volunteers, board members, or members to complete the investigation. If the Board of Directors Chair is involved in the alleged wrongdoing, then the Board of Directors Vice-Chair will select a committee from the board to complete the investigation.
4. The nature of the reported concern will affect the form of the investigation. Typically, the investigator shall interview the reporting employees, volunteers, board members, and members and any witnesses identified by the employees, volunteers, board members, and members, and shall review all documentary evidence identified by the reporting party or discovered through the investigation.
5. Further, the investigator typically shall also interview the alleged wrongdoer, unless the allegations are of such a nature that a report should be made immediately to law enforcement authorities.
6. An investigation may be concluded whenever appropriate. For example, if initial inquiries, interviews, and/or document review does not indicate that there is a reason to continue the investigation, it may be ended.
7. During the investigation, New Mexico DECA shall strive to the extent legally and reasonably possible to keep the identity of the reporting employee confidential.
8. Unless involved in the alleged wrongdoing, the Board of Directors Chair and the board shall be kept regularly informed of the investigation and any resolutions or conclusions there from.
9. The Board of Directors Chair, if not involved in the allegations, shall be responsible for the final determination of appropriate action upon receiving a full report of the investigation.
10. The investigator should communicate with the reporting employees, volunteers, board members, and members. Among other things, the investigator:
 - A. Should let the reporting employees, volunteers, board members, and members know that they may report any additional information;

- B. Should provide an estimate of the timeframe for the investigation; and
 - C. Should let the reporter know when the investigation is concluded.
 - D. Whether or not the specific results of the investigation are revealed to the reporting employees, volunteers, board members, and members will depend on applicable legal constraints, including whether the matter is referred to law enforcement and whether employee confidentiality dictates that information should not be disclosed.
- E. Prohibition against retaliatory action and harassment.
- 1. New Mexico DECA strictly prohibits and will not tolerate any form of retaliation or harassment against employees, volunteers, board members, and members who in good faith reports suspected wrongdoing. Retaliatory and harassing conduct prohibited may take many forms, including but not limited to derogatory comments, disciplinary action, demotion, suspension, discharge, and/or threatening comments or actions. Any employees, volunteers, board members, and members who engage in prohibited retaliation or harassment shall be subject to disciplinary consequences up to and including termination of employment.
 - 2. Employees, volunteers, board members, and members who makes false or malicious reports shall be subject to disciplinary action up to termination and other legal action as appropriate.
- III. Responsibility: The Board of Directors Chair shall be responsible for administering this policy.

NOTES:

Adopted, October 27, 2018

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