

# TCEA BOARD POLICIES

The Texas Computer Education Association Board Policies are designed to be a working document that guides TCEA board members as they represent the organization both during official board actions and events. The document is maintained by the Bylaws and Policy Committee under the direction of the President.

*The use of technology to advance teaching and learning extends to all people in our society. The TCEA Board is committed to promoting inclusive environments where all persons who are interested in using technology for educational purposes from across the education field feel valued, respected, and welcome. The TCEA Board will not discriminate based on race, ethnicity, color, gender, faith, disability, mental handicap, political affiliation, or sexual orientation.*

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## CHAPTER 1: PURPOSE

### 1.1 PURPOSE

The board, as the governing body of the Texas Computer Education Association, is entrusted with the authority to establish policy for the governance of TCEA. Board policy establishes the parameters and guidelines for board members, committees, and the executive director.

The purposes of TCEA policies are to:

- 1.1.1 Proactively inform board members and the executive director of the Association's intent, goals, and aspirations;
- 1.1.2 Promote consistency of board action;
- 1.1.3 Clarify board and executive director roles.

### 1.2 BOARD POLICES ARE NOT STAFF POLICIES

TCEA makes an important distinction between board policies and staff policies. Board policies establish the broad parameters within which the board and executive director will operate. Staff policies, developed and implemented by the executive director, outline the specifics of how the staff will operate within board policy.

Personnel policies are an example of staff policy developed by the executive director. The executive director develops the personnel policies appropriate to their staff and has them examined by an attorney familiar with personnel policy. The executive director then informs the board that personnel policies are in place. The board is not directly involved with developing personnel policies other than to ensure that the executive director has carried out that project.

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

### 1.3 POLICY DECISIONS REQUIRE A MAJORITY VOTE OF THE BOARD

All policy decisions will be made by majority vote of the board and only at official board meetings.

### 1.4 SOURCE OF POLICIES

Policies may be recommended to the board by committees of the board, individual board members, or the executive director. Any policy recommendations shall be submitted in writing to the president of the board. All proposed policies will be researched to ensure that they are legal, and, when added, do not contradict already established policy or bylaws of TCEA. If approved by the board, policies will be written, coded, dated at time of approval, and included in all copies of the board policy manual.

## 1.5 CONSIDERATIONS FOR ALL POLICIES

All policies proposed to the board should be tested. Is the proposed policy:

- Really necessary for good operation of TCEA?
- Consistent with our mission statement?
- Within the scope of board authority?
- Consistent with local, state, and federal law?
- Compatible with other policies of this board?
- Practical?
- Broad enough to cover the subject completely?
- Enforceable?

## 1.6 ACCOUNTABILITY FOR CARRYING OUT POLICIES

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

## 1.7 DISTRIBUTION OF POLICY MANUAL

The board policy manual will be available for board members.

## CHAPTER 2: BOARD ORGANIZATION

### 2.1 ESTABLISHMENT OF THE ORGANIZATION

TCEA is established as a nonprofit corporation under the laws of Texas. The board of directors is established as the authority to operate TCEA in accordance with bylaws and board policies.

TCEA business will be conducted in accordance with the laws of Texas, the corporation's articles of incorporation, bylaws of the corporation, board policies, and generally accepted business practices that will accomplish the TCEA mission.

### 2.2 AUTHORITY OF THE BOARD OF DIRECTORS

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

### 2.3 BOARD MEMBER COMMITMENT

Serving as a board member of TCEA involves a special commitment. To meet that commitment, board members are expected to:

- 2.3.1 Be faithful to the mission and goals of the Association by sharing benefits with members and non-members.
- 2.3.2 Be knowledgeable and stay up to date on the board's responsibilities, such as finances and bylaws and policies.
- 2.3.3 Prepare for, attend, and actively participate in board meetings and the annual board retreat.
- 2.3.4 Concentrate on the business of the organization while attending board meetings and functions.
- 2.3.5 Participate in conventions, performing duties as assigned by the Executive Committee.
- 2.3.6 Serve on committees or assume special assignments as requested by the president.
- 2.3.7 Maintain professional relationships with fellow board members and TCEA staff.
- 2.3.8 Attend or participate in three TCEA offerings (i.e., professional development, webinar, advocacy event, certification, online course, conference, or other offering as designated by the president) per year not including the annual convention. Board members may not be compensated or reimbursed for attendance unless asked to facilitate the event.

### 2.4 BOARD MEMBERS

Serving as a board member involves a special commitment to increase TCEA's visibility and involvement.

### 2.5 NEW BOARD MEMBERS

- 2.5.1 First-term board members will be assigned an experienced board member as a mentor for the first year of their term. Mentors will be assigned by the president.
- 2.5.2 First-term board members will complete New Board Member training provided by the membership and records chair. Training will be scheduled at a time that will not conflict with the regularly-scheduled board meeting.

## 2.6 BOARD MEMBER TRAINING

Additional training may be offered to the board. Times and topics will be determined by the president.

## 2.7 BOARD MEMBERS REVIEWS

### Reports

- 2.7.1 Board reporting instrument(s) will be reviewed and revised by the Bylaws and Policy Committee.
- 2.7.2 Board members will complete reporting instrument(s) as requested.
- 2.7.3 All board member reports will be reviewed by the Executive Committee and made available to the board.

### Evaluations

- 2.7.4 Board evaluation instrument(s) will be reviewed and revised by the Executive Committee.
- 2.7.5 All board members will submit an Annual Board Member Self Evaluation no later than April 1st.
  - 2.7.5.1 The results of the Board Member Self-Evaluation will be reviewed by the Executive Committee for the purposes of board improvement.
  - 2.7.5.2 The Executive Committee will create action items as needed.
- 2.7.6 All board members will submit an Annual Board Evaluation no later than April 1st.
  - 2.7.6.1 The results of the Board Evaluation will be reviewed by the board at the spring board meeting.
  - 2.7.6.2 The Executive Committee will create action items as needed.
- 2.7.7 All board members will complete a Board Meeting Evaluation immediately following each board meeting.
  - 2.7.7.1 The results of the board meeting evaluation will be reviewed by the president.
  - 2.7.7.2 The president will create action items as needed.
- 2.7.8 A board member who does not fulfill their commitments may be counseled in a manner to be determined by the president.

### Removal

- 2.7.9 The Executive Committee may recommend the removal of any board member in accordance with TCEA Bylaws and any applicable policies.

## 2.8 BOARD MEMBER ELECTIONS

- 2.8.1 The election process and eligibility are determined by the TCEA Bylaws.
- 2.8.2 An individual cannot run for two offices during the same election.
- 2.8.3 A board member can run for an office for which they qualify without relinquishing their current board member position.
- 2.8.4 Elections for the president: The president-elect shall be elected bi-annually. The president-elect will serve one year as president-elect, then two years as president, and then one year as past-president.
- 2.8.5 The membership and records chair shall be elected every two years and shall serve a two-year term. This election will be held in odd years.
- 2.8.6 The finance chair shall be elected every two years and shall serve a two-year term. This election will be held in even years.

2.8.7 Board members: Board member elections shall be staggered over three years in the following rotation starting with the election cycle of 2026:

- Seats 1, 2, 5, 8, 11, 13
- Seats 3, 7, 9, 10, 15
- Seats 4, 6, 12, 14, 16

## **2.9 BOARD DELEGATION OF POLICY INTERPRETATION TO STAFF AND PUBLIC**

The board delegates to the executive director the following responsibilities

- Policy interpretation to the staff and public
- Rulemaking of day-to-day procedures

Such interpretations and rules have the force of board regulations unless and until superseded by board action.

## **2.10 BOARD MEMBER RIGHTS**

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

- 2.10.1 Receive notice of board meetings and the agenda;
- 2.10.2 Attend and participate in board meetings;
- 2.10.3 Examine TCEA's books, records, meeting minutes, financial statements, and contracts; and
- 2.10.4 Place items on the board meeting agenda.

## **2.11 DUTY OF BOARD MEMBERS NOT TO COMPETE**

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

## **2.12 SOLICITING OR RECEIVING GIFTS**

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

## **2.13 BOARD MEMBER CONFLICTS OF INTEREST**

- 2.13.1 Board members have a duty to subordinate personal interests to the welfare of TCEA and those we serve. Conflicting interests can be financial, personal relationships, status, or power.
- 2.13.2 Board members are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the board member to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of TCEA in mind.
- 2.13.3 Board members are prohibited from knowingly disclosing information about TCEA to those who do not have a need to know or whose interest may be adverse to TCEA, either inside or outside TCEA. Nor may board members use such information to the detriment of TCEA.

- 2.13.4 board members may not have a significant financial interest in any property which TCEA purchases, or a direct or indirect interest in a supplier, contractor, consultant, or other entity with which TCEA does business.
- 2.13.5 Since it is not possible to write a policy that covers all potential conflicts, board members are expected to be alert for and avoid situations which might be construed as conflicts of interest.
- 2.13.6 Any possible conflict of interest on the part of any board member should be disclosed to the president who then will bring it to the attention of the rest of the board and made it a matter of record, either through an annual procedure or when the interest becomes a matter of board action.
- 2.13.7 Any board members having a conflict of interest or possible conflict of interest should not vote or use their personal influence on the matter and should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- 2.13.8 These restrictions should not be construed as preventing the board member from briefly stating their position in the matter, nor from answering pertinent questions of other board members, since their knowledge could be of assistance to the deliberations.
- 2.13.9 All board members are required to complete the "Conflict of Interest" statement. This policy statement will be reviewed by the board annually and given to each new board member for signature during orientation. This statement is included in the Forms Section of this document.

## **2.14 LEGAL OBLIGATIONS OF BOARD MEMBERS**

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

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

- 2.14.1.1 Mismanage TCEA by deviating from fundamental management principles, such as planning carefully for the future of TCEA, regularly reviewing the financial status of TCEA, and monitoring compliance with board policies.
- 2.14.1.2 Fail to govern by utilizing all control systems to govern TCEA.
- 2.14.1.3 Be involved in self-dealing that provides personal gain to board members.

2.14.2 The principle of good faith means that board members will:

- 2.14.2.1 Attend all board and committee meetings to be a part of board actions.
- 2.14.2.2 Read and understand TCEA's policies and bylaws.
- 2.14.2.3 Pay attention to corporate affairs and keep informed about organization activities.
- 2.14.2.4 Ensure that TCEA is in compliance with legal requirements.
- 2.14.2.5 Avoid self-dealing.

## **2.15 ETHICAL OBLIGATIONS OF BOARD MEMBERS**

All current and incoming board members will be given a copy of the Code of Ethics Pledge and Confidentiality Agreement to be signed and returned annually. Board members will be expected to adhere to the provisions of that code. Individuals who refuse to sign these agreements will not be seated or will be removed.

## **2.16 LEGAL REQUIREMENTS OF BOARD MEMBERS**

- 2.16.1 All TCEA board members will be expected to recognize and accept their legal position as governing agents of TCEA. A board member occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If board members violate their trust or fiduciary duty, they may be subject to legal consequences. The duties and responsibilities of board membership attach automatically when board members accept the office.
- 2.16.2 There is a certain amount of liability involved with being a board member, so the board will annually discuss the liability issue to be certain that the board is adequately insured.

## **2.17 MAINTAINING ETHICAL CREDIBILITY**

- 2.17.1 The conduct of the board has a direct impact on public and constituent perceptions about TCEA. Board members will maintain an appearance of high credibility in adhering to legal and policy requirements.
- 2.17.2 Board members will be active and encourage all other board members to be active by attending meetings, studying, questioning, voting on all issues, monitoring progress, and maintaining active committees.
- 2.17.3 Board members will vote against proposed actions if they feel there is insufficient information on which to base an opinion.
- 2.17.4 Board members will formally adopt any rules, regulations, policies, or budgets.
- 2.17.5. Rules and regulations will be available for board members.
- 2.17.6 Board members will review fiscal records and controls at regular intervals.
- 2.17.7 Board members will ensure that standard budget forms and annual report forms are prepared and filed as required by law.
- 2.17.8 Members of the board must never make political contributions on behalf of TCEA.
- 2.17.9 Any board member who believes that a fellow board member has acted unethically should first review current board ethics policy. Board members should not file or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect TCEA.

## **2.18 BOARD PLANNING**

- 2.18.1 Planning will be based on the needs and preferences of current and potential members. The board and executive director will regularly conduct and analyze and revise an annual assessment of TCEA services as needed.
- 2.18.2 The president, with assistance from the Executive Committee, will coordinate the development of a strategic plan. Progress on the strategic plan will be measured. The strategic plan will be reviewed annually during the summer board meeting.

## **2.19 MAINTENANCE OF TCEA DOCUMENTS**

- 2.19.1 The executive director is responsible for the security of all major TCEA organizational legal documents, such as the articles of incorporation, real estate titles, building blueprints, and network administrator accounts/passwords. Any other historical or archived documents will be maintained within the TCEA facility.
- 2.19.2 All board documents, including but not limited to bylaws, policies, and board minutes, will be available from the executive director to the board members and staff in a secure digital format.
- 2.19.3 All signature cards and authorizations shall be updated annually and/or as needed.

2.19.4 This policy provides for the systematic review, retention, and destruction of documents received or created by TCEA in connection with the transaction of organization business. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate operations by promoting efficiency. The finance and records chair will monitor document management.

TCEA follows the document retention procedures outlined below. Documents that are not listed but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

- Budgets (three years)
- Annual Audit Reports (seven years)
- Annual Report to Attorney General (seven years)
- Contracts (purchase and sales) (seven years)
- Depreciation Schedules (seven years)
- Legal Correspondence and Documents (seven years)
- Mortgages and Note Agreements (seven years after payment of note)
- Articles of Incorporation (permanent)
- Board Meeting Minutes (permanent)
- Board Policies/Resolutions (permanent)
- Bylaws (permanent)
- Cash Disbursement Journal (permanent)
- Cash Receipts Journal (permanent)
- Contracts and Agreements for Construction (permanent)
- Intellectual Property Documentation (permanent)

## **2.20 PERPETUATION OF THE ORGANIZATION**

2.20.1 Continuance of the organization is the responsibility of the board and requires that the board carefully select replacements as board members leave.

2.20.2 The board will follow the bylaws to fill board vacancies with well-qualified candidates and with minimal disruption to the board's work. When recruiting new board members, the board will attempt to find a broad representation of the community that will offer diverse perspectives on the board's decisions.

## **2.21 THE NOMINATING COMMITTEE**

2.21.1 A Nominating Committee shall be maintained and is responsible for identifying and presenting a slate of candidates for election to the Board of Directors.

2.21.2 Members of the Nominating Committee shall serve a two-year term, with staggered rotation so that approximately one-half of the committee is replaced each year. No member may serve more than one consecutive term. Individuals shall not serve on the Nominating Committee during any year in which they are candidates for election to the Board.

2.21.3 The Nominating Committee shall include two sitting Board members: one Past President or President-Elect, who shall serve as Chair depending on the election cycle, and one additional general Board member. The Nominating Committee shall have no more than two members who reside outside the state of Texas. The Board, led by the Board President, shall annually review the Association's strategic plan and designate key stakeholder voices, such as librarians or technology leaders, to be represented on the committee.

2.21.4 Nominating Committee positions shall be filled through an open call to eligible TCEA members during a designated nomination window. Applicants may include current or retired educators and industry professionals,

including exhibitors. Interested individuals must submit their names within this period and must meet eligibility requirements. These requirements include:

- Prior service of at least two full years on the TCEA Board within the preceding five years
- Current active membership in the Association
- Recent engagement in Association activities. Such engagement must include participation in conventions or events of the Association, such as the TCEA Convention, Elementary Technology Conference, the System Administrator and Technical Support Conference, Librarian Conference, and AI in Education Conference, as well as at least one additional form of participation, such as webinars, blogs, local events, podcast appearances, or involvement in the TCEA Community.

2.21.5 The Nominating Committee shall actively recruit qualified candidates who reflect the diversity, expertise, and mission of TCEA. This recruiting process will continue throughout the fiscal year.

2.21.6 Each April, the Board President will provide the Nominating Committee with written guidance outlining the desired characteristics, skills, and experiences to be prioritized when developing the slate of candidates. The committee will utilize a standardized candidate profile, approved by the Board and provided by the President, as the official framework for vetting and evaluating all candidates.

2.21.7 The Nominating Committee will present a slate containing the exact number of candidates necessary to fill open Board seats. Each candidate shall be submitted for approval by the Board. In the event that a candidate is not approved by the board, the Nominating Committee will bring forth an alternate candidate who meets the desired criteria in time for the election to occur as scheduled.

2.21.8 A timeline of activities and requirements shall be given to the Nominating Committee each April by the President.

## **2.22 NOMINATION AND ELECTION OF BOARD MEMBERS**

All candidates must complete the official Board Member Application, which includes:

- A written statement of consent to serve if elected.
- Responses to application questions as approved by the Board (including disclosure of any family members employed by TCEA).

## **2.23 MEETING ATTENDANCE REQUIREMENT**

2.23.1 Board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the board is required to make.

2.23.2 A board member who will be absent from any board meeting should contact the president and the executive director prior to the start of the meeting. All absences notified or otherwise can only be excused under Article VI Section 7 of the TCEA bylaws.

## **2.24 BOARD MEMBER TRAVEL**

2.24.1 Authorized organization travel is defined as travel in connection with the business of TCEA which has been directed or requested in accordance with TCEA's mission, bylaws, or policies.

2.24.2 When possible, the board member should select the most cost effective method of travel.

2.24.3 At the completion of authorized travel, expenses will be submitted to the TCEA accounting office accompanied by receipts with an explanation of expenditures.

## **2.25 REIMBURSEMENT OF EXPENSES**

2.25.1 Board members may be reimbursed for out-of-pocket expenses incurred reported on the TCEA Request for Travel Reimbursement Form.

2.25.1.1 Meals will be reimbursed on a per diem-based rate.

2.25.1.2 Mileage will be reimbursed as set by the state reimbursement rate or the association's approved rate.

2.25.1.3 Lodging and incidental expenses must be documented by receipts.

2.25.1.4 Unless specifically authorized by the Board of Directors, no expenses are authorized nor will be reimbursed by TCEA for expenses of friends, relatives, or family members accompanying a board member on TCEA business, nor for any non-related business travel or extension of stay beyond completion of the intended TCEA business.

2.25.2 The president will be issued a TCEA credit card. All expenses charged to TCEA credit cards must be accompanied by receipts returned to the TCEA office at the end of the billing cycle

2.25.3 Association money will not be used to purchase alcoholic beverages. Board members, staff, and delegates may consume alcohol at association-sponsored events at their own expense.

2.25.4 Some expenses can be deemed unreasonable and unnecessary or extravagant. Such charges will be deemed personal and not reimbursable without compelling cause. The Executive Committee may determine unreasonable expenses.

## **2.26 DIRECTORS' AND OFFICERS' ERRORS AND OMISSIONS INSURANCE**

It is the policy of TCEA to provide directors and officer's liability insurance.

## **2.27 BOARD LEGAL COUNSEL**

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

## **2.28 AFFILIATIONS**

It is important that TCEA affiliate with other organizations such as state and national associations. Therefore, the board will include expenses for membership fees in the annual budget. The membership may be in the organization's name or individual board members' names as determined by the board.

## **2.29 BOARD MEMBERS' COMMUNICATIONS TO THE PUBLIC OR MEDIA**

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

- 2.29.2 When speaking about TCEA or about board action, board members should be careful to define when their remarks represent personal opinion and when their remarks represent official board position. Board members must be aware that they are always seen as board members even when they designate comments as personal.
- 2.29.3 The president or designee will be responsible for publicizing the agenda and summary of board meetings.
- 2.29.4 No unofficial broadcasting or publishing of any correspondence or discussions at any gathering of the TCEA board of directors shall be permitted.
- 2.29.5 No material or information disclosed in executive sessions of the board will be released to any unauthorized person.

## **2.30 AUTHORITY OF BOARD MEMBERS**

- 2.30.1 Board members have authority only when acting as a body in regular or special meetings of the board.
- 2.30.2 The board will not be bound in any way by any statement or action by any individual board member except when such statement or action is in pursuance of an adopted board resolution or special instructions by the board, or under specified delegation of responsibility.

## **2.31 POLITICAL AND LEGISLATIVE ACTIVITY**

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

- 2.31.1 TCEA shall support or oppose federal, state, or local legislative issues as the board determines necessary and advisable. TCEA will not directly endorse any candidate or party.
- 2.31.2 Employees or board members shall not engage directly or indirectly in partisan activities as representatives of TCEA, and TCEA funds will not be used for that purpose.
- 2.31.3 Board members and employees are free, as individuals, to participate in political activity as long as they do not utilize TCEA funds, TCEA time, or the TCEA identity.
- 2.31.4 Board members and the management of TCEA should be aware that, because of their position, they should always exercise discretion to not convey the impression that TCEA is endorsing a political candidate.
- 2.31.5 The TCEA board is responsible for setting legislative goals for TCEA.

## **2.32 BOARD MEMBERS AS ADVOCATES FOR TCEA**

- 2.32.1 Board members are potentially the most powerful advocates for TCEA programs and services and are expected to take an active role in promoting TCEA. Advocacy opportunities for board members include fundraising, legislative advocacy, and public relations.
- 2.32.2 The board will annually discuss pending and potential legislative issues that will impact TCEA and develop a report on the official TCEA position on those issues. That report will be distributed, as appropriate, to board members, staff, legislators, membership, and other interested parties.
- 2.32.3 The executive director will regularly bring opportunities for board member advocacy to the board.
- 2.32.4 The executive director will ensure that each board member is informed about and has access to TCEA program and services.

### **2.33 MEASURING COMMUNITY/MEMBERSHIP NEEDS AND CONCERNS**

- 2.33.1 The TCEA board recognizes the importance of getting feedback from those we serve. Therefore, TCEA will regularly survey the membership for feedback about TCEA programs and services.
- 2.33.2 The executive director will be responsible for conducting the surveys. Results of the membership satisfaction surveys will be reported to the TCEA board. The information gathered will be used to develop the TCEA long-range plan.

### **2.34 REQUESTS FOR INFORMATION FROM TCEA**

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

- 2.34.1 All requests for information, other than routine public information, about TCEA will be channeled to the executive director for a decision about releasing that information. If there is a question about the appropriateness of releasing any information, the executive director will seek advice from the board of directors.
- 2.34.2 Information about personnel matters will not be released to anyone outside the organization.
- 2.34.3 Information discussed in an executive session of the board will not be revealed.
- 2.34.4 Proprietary information that could have an adverse effect on TCEA finances will not be released.
- 2.34.5 Matters considered confidential under state and/or federal law will not be released.

### **2.35 PUBLIC COMMUNICATIONS**

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

- 2.35.1 Maintain integrity in dealing with the public and the news media. The executive director (or designee) is the official spokesperson and shall provide the news media with a formal channel of communication.
- 2.35.2 Use the various news media for the promotion of TCEA programs and raise the community consciousness regarding TCEA services.
- 2.35.3 Communicate always in an accurate and honest way consistent with other related board policies.

### **2.36 BOARD MEMBER MANAGEMENT OF STAFF AND PUBLIC CONCERNS**

When a board member is contacted by a staff member or member of the general public who has a concern or complaint about TCEA or persons within TCEA, the board member will follow these procedures:

- 2.36.1 Remember that individual board members have no power or authority to speak or act for the full board.
- 2.36.2 Listen to the person's concern.
- 2.36.3 Express a desire to reach a satisfactory solution.
- 2.36.4 Direct the complainant to send an email to [complaint@tcea.org](mailto:complaint@tcea.org) which begins the process outlined in 2.36.2. Assure them a staff member will evaluate the concern and respond.
- 2.36.5 Refer staff to the complaint procedure as outlined in the staff handbook.

## 2.37 PROCESS FOR PERSONS OTHER THAN TCEA STAFF TO FILE A COMPLAINT

Each step in this procedure will give consideration to the complaint and will be a review of facts. Each individual receiving the complaint will issue a written response within a specific time period outlined below. If remedy is not achieved through the steps, the TCEA board is the final hearing body.

2.37.1 From time to time, situations may occur that create legitimate complaints on the part of the public or the membership relative to TCEA. Complaints must be aired so that all sides of the issue may be heard, and a rational procedure/solution found.

2.37.2 Anyone having a complaint is encouraged to file a complaint by following the formal process listed below.

- STEP I -- Formal Process --The formal process begins with the person sending an email to [complaint@tcea.org](mailto:complaint@tcea.org) with their contact information and nature of the complaint. A staff member will evaluate the concern and respond.
- STEP II -- If the complainant is not satisfied with the staff member's response or if the staff member feels they are unable to resolve the complaint, then they may present the complaint to the executive director (in writing). The complainant should expect a response within seven business days from the date it was presented to the executive director.
- STEP III -- If the complainant is not satisfied with the response of the executive director, the complainant may submit a copy of the complaint to the TCEA president and the executive director within ten business days of receiving the executive director's response.
- STEP IV -- Within 20 business days of the executive director's and TCEA president's receipt of the complaint, the board may gather additional pertinent information and may conduct a hearing. A response will be provided in written format to the complainant. The decision is final.

### No Retaliation

2.37.3 No person, who in good faith reports a concern, shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization.

### Reporting Violations

2.37.4 In keeping with the policy of maintaining the highest standards of conduct and ethics, TCEA will investigate any suspected fraudulent or dishonest use or misuse of TCEA's resources or property by staff, board members, consultants, or volunteers. A person's concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to the next level of responsibility. If, for any reason, a person finds it difficult to report their concerns to next level of responsibility, the person may report the concerns directly to the executive director or board president. If the complainant wishes to remain anonymous, the complainant can submit the complaint in writing to the executive director or board president. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### Acting in Good Faith

2.37.5 Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

## 2.38 HARASSMENT POLICY

This policy only pertains to harassment involving a board member or any member appointed to a position by the TCEA board either as alleged victim, an alleged perpetrator, or a witness. TCEA is firmly committed to an environment free from all forms of harassment. Harassment violates TCEA policy and, in certain instances, might violate state and federal laws. It is neither permitted nor condoned.

### **Prohibited Conduct**

2.38.1 All types of harassment are prohibited, including, but not limited to, sexual harassment. Harassment on Association premises or at any TCEA function is prohibited.

### **Sanctions**

2.38.2 Sanctions against a board member, or any member serving at the request of the TCEA board of directors may include, but are not limited to, oral warnings, written warnings, removal from the TCEA commitment, and/or legal action.

### **Complaint Procedure**

2.38.3 Any board member or any member serving at the request of the TCEA board who believes they have been or is being subjected to any form of harassment is encouraged to directly inform the offending person that the conduct is unwelcome and must stop. If the person who believes they have been harassed is uncomfortable approaching the offending person, the meeting is unsuccessful, or the conduct continues, they will report the matter to the executive director or the president. Any third party who knows of or suspects the occurrence of harassment is encouraged to report the matter as set out above. Nothing in this policy will require the person alleging harassment to present the matter to the person who is the subject of the complaint.

### **Investigation**

2.38.4 The executive director and president may confer with legal counsel to initiate an investigation. If an investigation occurs, the affected individual will be notified of the outcome at the conclusion of the investigation. The board will be notified of the outcome at the discretion of the executive director and president.

### **Protection from Retaliation**

2.38.5 Retaliation for any good faith report of harassment is prohibited. Any person who believes they were subjected to such retaliation or further harassment should immediately follow the same reporting procedure as that set forth above for reporting harassment. Confirmed acts of retaliation will be treated in the same manner as confirmed harassment.

### **Confidentiality**

2.38.6 To the fullest extent practical, all reports and any associated information relating to the investigation of harassment will be kept confidential. All board members and the executive director who receive information concerning alleged or actual harassment will keep such information strictly confidential and only discuss such information when appropriate.

## **2.39 TCEA TRAINING**

Any curriculum materials developed under contract to and paid for by TCEA will remain the property of TCEA and not the individuals who developed the curriculum.

## **2.40 REMOVAL OF A MEMBER OF THE BOARD**

A member of the board shall be removed from office for failure to fulfill the duties of the office, for violation of the bylaws of the organization, TCEA Code of Ethics Pledge and Confidentiality Agreement, or any violations of the TAC 19 §247.2. Code of Ethics and Standard Practices for Texas Educators.

## **2.41 PROCESS FOR REMOVAL OF BOARD MEMBER**

The president will consider evidence of any violation outlined above and determine whether there has been an actual violation. The president will notify the board member in writing that there has been a violation(s), and that they are being considered for removal from the board. The member shall have ten days to respond to the notification in writing to the president of the organization. After the ten days, the president will present the data received to the Executive Committee, and if necessary, a recommendation for removal may be made to the board. The board, after considering all data presented, may remove the member of the board by a two-thirds vote of the remaining members of the board. During the review process, the board member in question cannot participate in any TCEA board meeting, activity, or event.

## **2.42 REPLACEMENT OF BOARD MEMBER**

The president, or designee in the absence of the president, may recommend a replacement for a vacant board position created by the removal of a board member at the next meeting. The recommended replacement will be approved or disapproved by the majority approval of the board members. Any replacement member of the board shall hold office until the next election for the designated seat, at which time the appointed board member is subject to re-election.

## **2.43 PRESIDENTIAL VACANCY REPLACEMENT**

Any vacancy of the office of the president occurring through death, resignation, or otherwise, shall be filled by the past-president or president-elect for the remainder of the term. Should neither position be available, the board as a whole will select a current board member to complete the term of the president.

## CHAPTER 3: EXECUTIVE DIRECTOR

### 3.1 TCEA EXECUTIVE DIRECTOR

The position of executive director is designated as the authority to operate the TCEA office in accordance with bylaws and board policies as established by TCEA as a non-profit corporation under the laws of Texas.

The executive director will conduct TCEA's business in accordance with the laws of Texas, the articles of incorporation, bylaws, board policies, and generally accepted business practices that will accomplish TCEA's mission.

### 3.2 AUTHORITY OF THE EXECUTIVE DIRECTOR

The executive director is legally and ethically responsible for all activities of TCEA in accordance with the board policy. The executive director will base all decisions on the expressed intent of the board of directors.

### 3.3 EXECUTIVE DIRECTOR COMMITMENT

Service as executive director of TCEA involves a special commitment to increase TCEA's visibility and involvement across the state, nationally, and internationally. To meet that commitment, the executive director is expected to:

- 3.3.1 Attend all board meetings.
- 3.3.2 Participate in the annual convention, as assigned or requested.
- 3.3.3 Assume special assignments as requested.
- 3.3.4 Oversee the business of the organization.
- 3.3.6 Support the board and committee meetings.
- 3.3.7 Ensure adherence to TCEA's mission.
- 3.3.8 Adhere to the policies and procedures of the employee handbook as set by the board of directors. The employee handbook will be reviewed and approved annually by the board of directors.
- 3.3.9 Maintain the integrity and status of data systems, documents, and procedures for conducting daily operations of TCEA.
- 3.3.10 Attend, or direct a designee to attend, all legislative committee meetings dealing with education including State Board of Education meetings, serving as TCEA's primary advocate. Reports on educational legislation will be provided to the board as available.
- 3.3.11 Will annually review the board policies and report any needed changes to the president.

### 3.4 PROFESSIONAL GROWTH

The executive director will be required to attend training and professional growth to stay current in technology and educational trends as agreed upon by the executive director and president and will be included in the yearly evaluation.

### 3.5 FIDUCIARY RESPONSIBILITY

- 3.5.1 The executive director is not authorized to provide additional monies or gifts to employees without prior approval of the board (i.e., bonuses, loans, personal membership, etc.).
- 3.5.2 The executive director's expense report will be sent monthly to the president and finance chair.
- 3.5.3 The executive director will be assigned a credit card along with a limited number of credit cards to be used with a pre-approved requisition. A copy of staff credit card charges will be included with the monthly Financial Report.
- 3.5.4 Full disclosure of all TCEA financial activities will be made available upon request to board members.
- 3.5.5 All contracts, agreements, or individual purchases of \$25,000 or more that are not included as a line item in the annual budget will be reviewed by the Executive Committee and presented for board approval.
- 3.5.6 The executive director or designee shall have the authority to negotiate housing contracts necessary for the organization's operations.
- 3.5.7 The executive director shall review the monthly payroll prior to submission.

### **3.6 EXECUTIVE DIRECTOR EVALUATION**

The executive director will be evaluated annually:

- 3.6.1 The evaluation committee is comprised of the president and either the past-president or president-elect.
- 3.6.2 Board members will receive the evaluation instrument no later than two weeks prior to the evaluation meeting with the executive director.
- 3.6.3 Board members will submit their evaluation instrument to the president no later than April 1st, or one week prior to the evaluation, whichever comes first.
- 3.6.4 The evaluation committee will discuss the results of the evaluation instrument with the executive director at the evaluation meeting prior to the spring board meeting.
- 3.6.5 The president will provide a summary of the results to the full board.
- 3.6.6 The president, the past-president or president-elect, and executive director will review the evaluation instrument each year and revise as needed. The revised instrument will be given to the executive director and the board within a month after the spring board meeting.

### **3.7 SOLICITING OR RECEIVING GIFTS**

The executive director must never receive any form of bribe or kickback through their connection to TCEA. The executive director must never solicit a personal gift of any kind from anyone who does business with TCEA. This restriction applies to both actual and proposed business transactions involving TCEA.

### **3.8 EXECUTIVE DIRECTOR CONFLICTS OF INTEREST**

- 3.8.1 The executive director has a duty to subordinate personal interests to the welfare of TCEA and those served. Conflicting personal interests can be financial, relationships, status, or power.
- 3.8.2 The executive director is prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the executive director to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of TCEA in mind.

- 3.8.3 The executive director is prohibited from knowingly disclosing information about TCEA to those who do not have a need to know or whose interest may be adverse to TCEA, either inside or outside TCEA. The executive director may not use such information to the detriment of TCEA.
- 3.8.4 The executive director may not have a significant financial interest in any property which TCEA purchases, or a direct or indirect interest in a supplier, contractor, consultant, or other entity with which TCEA does business.
- 3.8.5 Any possible conflict of interest on the part of the executive director should be disclosed to the board and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.

### **3.9 LEGAL OBLIGATIONS OF EXECUTIVE DIRECTOR**

The TCEA board and the law require the executive director to follow the rule of the reasonably prudent person and the principle of good faith.

- 3.9.1 The rule of the reasonably prudent person means the executive director will not:
  - 3.9.1.1 Mismanage TCEA by deviating from fundamental management principles, such as: planning carefully for the future of TCEA, regularly reviewing the financial status of TCEA, and monitoring compliance with board policies.
  - 3.9.1.2 Fail to utilize all control systems to manage TCEA.
  - 3.9.1.3 Be involved in self-dealing that provides personal gain to board members.
- 3.9.2 The principle of good faith means that the executive director will:
  - 3.9.2.1 Read, understand, and comply with TCEA's policies and bylaws.
  - 3.9.2.2 Pay attention to TCEA affairs and keep informed about its activities.
  - 3.9.2.3 Ensure that TCEA is in compliance with legal requirements.
  - 3.9.2.4 Avoid self-dealing.

## CHAPTER 4: TCEA INVESTMENT POLICY

The Board's intent is to place TCEA's funds in instruments of investment that would be in the best interest of TCEA for future growth potential.

All TCEA funds shall be managed by the board. At the discretion of the board, a staff member, external agent, or agencies may be engaged to manage funds of the organization; in which case, the external manager(s) shall be responsible directly to the board. The external manager will be approved by the board on a yearly basis.

The primary objectives of investment activities, in priority order, shall be safety, liquidity, and yield.

### 4.1 SAFETY

Safety of principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. The objective will be to mitigate credit risk and interest-rate risk.

4.1.1 Credit Risk: The organization will minimize credit risk, the risk of loss due to the failure of the security issuer or backer, by:

4.1.1.1 Pre-qualifying the financial institutions, broker/dealers, intermediaries, and advisors with which the corporation will do business; and

4.1.1.2 Diversifying the portfolio so that potential losses on individual securities will be minimized.

4.1.2 Interest-Rate Risk: The organization will minimize the risk that the market value of securities in the portfolio will fall due to changes in general interest rates by:

4.1.2.1 Structuring the investment portfolio so that securities mature to meet cash requirements for ongoing operations, thereby avoiding the need to sell securities on the open market prior to maturity; and

4.1.2.2 Investing operating funds primarily in shorter-term securities.

### 4.2 LIQUIDITY

The investment portfolio shall remain sufficiently liquid to meet all operating requirements that may be reasonably anticipated. This is accomplished by structuring the portfolio so that securities mature concurrent with cash needs to meet anticipated demands. Furthermore, since all possible cash demands cannot be anticipated, a portion of the portfolio also may be placed in bank deposits or repurchase agreements that offer same-day liquidity for short-term funds.

### 4.3 YIELD

The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, considering the investment risk constraints and liquidity needs. Return on investment is of secondary importance compared to the safety and liquidity objectives described above. The core of investments is limited to relatively low risk securities in anticipation of earning a fair return relative to the risk being assumed. Securities shall not be sold prior to maturity with the following exceptions:

- A security with declining credit may be sold early to minimize loss of principal;
- A security swap would improve the quality, yield, or target duration in the portfolio; and
- Liquidity needs of the portfolio require that the security be sold.

#### 4.4 INVESTMENT RESTRICTIONS AND PROHIBITED TRANSACTIONS

To provide for the safety and liquidity of the corporation's funds, the investment portfolio will be subject to the following restrictions:

- Borrowing for investment purposes ("leverage") is prohibited.
- Contracting to sell securities not yet acquired to purchase other securities for purposes of speculating on developments or trends in the market is prohibited.
- No investments in "sin stocks" including gambling, alcohol, tobacco, and pornography.

To the extent possible, the corporation shall attempt to match its investments with anticipated cash flow requirements. The board will determine appropriation of investment cash flow funds on at least requirements on a semi-annual basis.

The short-term funds for operational purposes are placed in TCEA's business checking account. Short-term funds are available immediately and used for immediate use for day-to-day operational needs. Short-term funds should not be less than six months estimated operating expenses.

Short to intermediate-term funds will be invested in zero-risk, low-yield accounts such as a money market account or renewable CDs. Short to intermediate funds will be for emergency use within six months to two years.

The board of directors authorizes the executive director to purchase zero-risk, low-yield accounts such as renewable CDs with terms of 12 months or less. The executive director shall notify the board of directors within five business days of purchase.

The goal of long-term investments is to benefit the organization and its members. Long-term investments should be diversified with a balanced mix of equities and bonds in aggressive as well as moderate risk categories. The long-term funds are for future growth of the organization in the next two to ten years and beyond.

#### 4.5 SPENDING POLICY

A two-thirds majority vote of the board of directors is required to access funds from long-term investment account(s).

# TCEA CONFLICT OF INTEREST STATEMENT

I have read and am familiar with the TCEA Board Policy concerning conflict of interest, and I have initialed the line opposite the appropriate paragraph below.

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

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Board Member Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

## TCEA BOARD CODE OF ETHICS PLEDGE

As a member of the TCEA Board of Directors, I will:

- Listen carefully to my colleagues and those served by TCEA;
- Respect the opinion of other board members;
- Respect and support the majority decisions of the board;
- Recognize that all authority is vested in the board when it meets in legal session and not with individual board members;
- Keep well-informed of developments that are relevant to issues that may come before the board;
- While attending board meetings and functions, concentrate on the business of the organization;
- Refrain from activities that distract from the business of the organization;
- Call to the attention of the board any issues that I believe will have an adverse effect on TCEA or those we serve;
- Attempt to interpret the needs of TCEA's membership and interpret the action of TCEA to its membership;
- Refer constituent or staff complaints to the proper level on the chain of command;
- Recognize that the board member's job is to ensure that TCEA is well managed, not to manage TCEA;
- Vote to hire the best possible person to manage TCEA;
- Represent all the membership of TCEA and not special interest groups;
- Consider myself a "trustee" of TCEA and do my best to ensure that TCEA is well maintained, financially secure, growing and always operating in the best interests of the membership;
- Always work to learn more about the board member's job and how to do it better; and
- Declare any conflict of interests between my personal life and my position on the TCEA board and avoid voting on issues that appear to be a conflict of interest.

As a member of the TCEA board, I will not:

- Be critical, in or outside of the board meeting, of other board members or their opinions;
- Use TCEA or any part of TCEA for my personal advantage or the personal advantage of my friends or relatives;
- Discuss the confidential proceedings of the board outside the board meeting;
- Promise prior to a meeting how I will vote on any issue in the meeting; or
- Interfere with duties of the executive director or undermine the executive director's authority.

Board Member Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

## TCEA BOARD MEMBER CONFIDENTIALITY AGREEMENT

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

As a member of the TCEA board, I acknowledge the importance of confidentiality with respect to the affairs of TCEA. Considering this acknowledgement, I agree to keep confidential, during and after service on the board, all confidential information acquired pertaining to TCEA and any related activities during membership on the board.

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

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

- Information pertaining to performance of TCEA employees or staff including evaluation data, compensation, and grievances.
- Issues related to the board's legal, ethical, and regulatory responsibility for the oversight of statistical data, risk management and litigation information, and reviews of attitudes and opinions from those who work at TCEA.
- Unofficial broadcasting of any correspondence or discussions at any gathering of the TCEA board of directors.
- Individual board members speaking to the public or the media on behalf of the board unless authorized by the board to do so.

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

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

Board Member Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

**TCEA OFFICIAL COMPLAINT FORM**

Date: \_\_\_\_\_

Person filing complaint: \_\_\_\_\_

Phone: \_\_\_\_\_

Where may you be reached (address)?  
\_\_\_\_\_  
\_\_\_\_\_

Explain nature of complaint:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Requested remedy:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Response #1: (Level--Line staff)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Response #2: (Level--Executive director)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Response #3: (Level--Board of directors)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_