



**Policies Adopted by COPAA Board of  
Directors *Updated 2020***

<b><u>Index</u></b>	<b><u>Page</u></b>
Absences from Board Meetings	2
Anti-discrimination/Equal Opportunity	2
Antitrust: Attorneys and Advocates	2
Antitrust: Prices/Fees	2
Code of Ethics	3
Conflict of Interest	4
Confidentiality	6
Committees	7
Conference	7
Communications	8
Executive Committee	9
Grants, Revenue, and other Financial Proposals	9
Financial Policy	10
Find an Attorney/Advocate Directory Policy	14
Gifts	15
Community Suspensions	19
Membership Exception Policy	20
Membership Revocation Policy	20
Officer Elections	20
Political Posts	21
Record Retention	21
Scholarship Donation Policy	24
School board and LEA employee members of COPAA	25
Sexual Harassment	26
Volunteer Service Policy	27
Whistleblower	29

## **Absences from Board Meetings**

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The Board has a policy that Board members who miss two meetings without excused absences will be asked to leave the Board. Board members should contact either the Chair or CEO if they are unable to attend a meeting.

*[Adopted 4/18/2001, with reminder to Board in 5/2006.]*

## **Antidiscrimination**

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### **EQUAL OPPORTUNITY/NONDISCRIMINATION POLICIES**

COPAA does not discriminate against present and prospective employees on the basis of disability, age, race, religion, sex (including pregnancy), national origin, veteran status, marital status, or sexual orientation. It is COPAA's policy to be an equal opportunity employer. COPAA will conduct all programs and activities in a manner free of discrimination.

*[Adopted 6/2006]*

## **Antitrust: Attorneys and Advocates**

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It is COPAA's understanding of antitrust law that lawyers and non-lawyers should be permitted to compete except where specialized legal knowledge and training is necessary to protect the interests of consumers. Because of these antitrust considerations and the fact that the practice of law is regulated by each state, COPAA will not establish any standards regarding the unauthorized practice of law. Advocates are advised to consult their state bar associations and attorneys in their state as to whether the practices they are engaged in constitute the unauthorized practice of law.

*[Adopted 7/2/07 Board Meeting.]*

## **Antitrust: Fees**

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### **POLICY RE: FEE DISCUSSIONS**

It is COPAA's understanding of antitrust law that lawyers and non-lawyers should not engage in any discussions regarding the amount of fees that individuals charges for services rendered in advocating for students with disabilities. Accordingly, COPAA will not permit any discussion of rates to occur on any of its listservs or in any of its forums. Further, COPAA will not permit any discussions of rates to occur during any of its training sessions. However, this prohibition does not include discussions of how to

utilize statutes that permit fee shifting to prevailing plaintiffs, how to prepare time records, and how to litigate to collect fees; nor prohibit a discussion of these statutes and case law.

**GUIDELINE:**

Conference speakers will be advised of COPAA's policy and told that if during their session questions arise or discussion are initiated that discuss the rates that individuals, whether attorneys or advocates, charge individuals for services, the speaker is to immediately close off the discussion and advise the attendees of COPAA's policy.

*[Adopted 12/10/07 Board Meeting]*

## **Code of Ethics for Officers and Board of Directors**

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### **Preamble**

COPAA is a national voice for special education rights and advocacy. COPAA has achieved much good as a result of Board members' hard work over many years. In the interest of continuing this good work, COPAA adopts the following Code of Ethics for Members of the Board of Directors. (If the Board appoints an Officer who is not also a Member of the Board, this Code shall apply to them to the same extent it would apply to a Board member.)

### **General**

1. Board members are custodians in trust of COPAA's financial, tangible and intangible assets. They owe a fiduciary duty to COPAA. It is incumbent upon Board members to protect COPAA's interests, free of conflict of interest or self-dealing. Each Board member should act in good faith; with the care an ordinarily prudent Director would exercise under similar circumstances; and as each reasonably believes to be in COPAA's best interests. Each Board member should exercise independent judgment and take care to be informed about matters before the Board.
2. Board members should act with respect and civility toward each other and COPAA employees, members, and others with whom COPAA has relationships. Board members should not seek special or inappropriate treatment by virtue of their office from any COPAA employee, volunteer or Board member. Board members agree to follow COPAA's policies regarding sexual and workplace harassment and equal opportunity employment.
3. Accepting Gifts and Gratuities.
  - (A) COPAA Board members shall not solicit or accept gifts, gratuities, or honoraria

from any person or entity as a direct or indirect inducement to provide special treatment with respect to matters pertaining to COPAA.

(B) If a gift or discount is offered to familiarize COPAA with goods or services, to develop business relationships with COPAA, or as part of conducting COPAA business, the director may accept the gift or discount if all of the following conditions are met:

- (1) The gift or discount would not reasonably tend to influence the person in discharging COPAA duties, and
- (2) full written disclosure has been made to the Executive Committee, and
- (3) the Executive Committee has voted to approve accepting the gift, except that accepting a gift or meal valued at under \$75 does not have to be approved by the Executive Committee.

### **Conflicts of Interest**

4. **Definition of Compensation.** For purposes of this Conflict of Interest policy only, compensation means direct and indirect payments as well as gifts and favors that are substantial in nature. It does not include payment of expenses when on official COPAA business or the waiving of registration fees for conference presenters.

5. **Prohibited Conflicts.** No Board member may do any of the following:

- (A) Receive compensation in exchange for services provided to COPAA; or
- (B) Engage in an activity for which they receive compensation from another entity or individual and which requires that the Board member be supervised by a COPAA employee or by another COPAA Board member who is supervising them on COPAA's behalf.

6. **Conflicts Requiring Disclosure and Recusal.**

A. The following are conflicts of interest which require following the disclosure and recusal steps in 5(B):

- (1) When a Board member has a financial interest in any transaction, contract, or other business arrangement with COPAA;
- (2) When a Board member is (a) an employee of, or (b) has a compensation arrangement or direct or indirect financial interest in, an entity or individual with which COPAA has, or is negotiating, a transaction, contract, or other business arrangement; or

(3) When a Board member has a financial interest, or compensation arrangement with, an entity or individual whose business or operation has been or will be directly affected by a decision or action by COPAA.

(B) When a Board member has a conflict as stated in 5(A) above,

(1) The Board member shall disclose such conflict as soon as reasonably possible.

(2) Board members who have a conflict of interest shall refrain from participating in any discussion, decision, and vote regarding the matter and shall leave the discussion/meeting when requested by the Chair or other Meeting Leader. They shall provide any information requested by the disinterested Board members.

(3) The minutes shall reflect that the Board member was excused and did not participate in the discussion or vote.

(4) If a Board member has a conflict of interest, the Board may limit communications about the subject matter at issue to them as the Board believes appropriate.

(C) If a Board member is involved in an arrangement that would fall under both paragraph 5 (prohibited conflicts) and paragraph 6 (conflicts requiring disclosure and recusal), the rules in paragraph 5 will be applicable and involvement in the arrangement will be prohibited.

## **7. Questions about Conflict.**

It is generally understood that each Board members will identify any conflict of interest that they may have. But, in the event that a question about whether a conflict exists, the following steps will apply:

(A) If an issue arises about whether a Board member has a conflict, the matter will ordinarily be resolved by the Executive Committee. Any person may raise the issue of a conflict with the Executive Committee. The Executive Committee may refer the issue of conflict to the Board.

(B) If a question about a conflict arises less than 24 hours before a Board meeting, vote, or other action, the Chair will resolve the matter pending review by the Executive Committee (and if the Chair is alleged to have the conflict, the Vice Chair shall).

(C) If an Executive Committee member is alleged to have a conflict, that person shall recuses himself or herself from the discussion and decision.

(D) The Executive Committee's decision may be appealed to the Board.

## **Miscellaneous**

8. Nothing in this policy shall limit the Board's ability to sanction or otherwise take any action regarding a violation of this Code of Ethics policy or regarding any other issues of Board member conduct, even if not included explicitly in this policy.

*[Adopted 10-16-06]*

## **Confidentiality**

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A. The Executive Committee is a subcommittee of the Board of Directors that takes on the day-to-day operations of COPAA, in conjunction with the CEO. Decisions of the Executive Committee should be shared with the full Board before being announced to other COPAA's or to one of COPAA's Committees or anyone outside COPAA. The Executive Committee will share the minutes with the Board promptly, no later than 10 days, as per the bylaws.

B. Discussions among the Board of Directors and among the Executive Committee are confidential and should not be shared outside of the Board of Directors. This includes posts to the COPAA-Board list and Executive emails. The Board and Executive Committee need to be able to deliberate in private so that we can freely share ideas and information.

C. Certain corporate records, including the minutes of the Board meetings, are a matter of public record and can be requested by members.

*[Reviewed 5/8/06 EC meeting and shared with Board of Directors.]*

## **Committees**

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The Board will create all committees and all members may have the opportunity to serve on any committee other than the Executive Committee.

*[Adopted 6/13/06 Board meeting.]* (See also bylaws regarding committee creation.)

Participants on Amicus Committee must be attorneys in good standing who have the legal experience to assist as needed.

## Conference

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(A) The Board of Directors must approve the dates and city of the annual COPAA conference. Once the conference dates and city are approved by the Board, the hotel contract will be considered in the ordinary course of business and may be entered with approval by the Executive Committee. (B) Any contract in excess of \$10,000, or any type of contract where COPAA could incur financial penalties, will be reviewed by the COPAA Chair, Vice Chair, and Treasurer before it can be approved. (C) Otherwise, the Conference Committee Chair(s) will have the authority to enter into all other contracts relating to the Conference.

*[A&C adopted 6/13/05 Board meeting; B, 6/1/06 Board meeting.] See also the annual budget resolution setting the amount of spending for conference and other categories.*

(B) Registration and attendance to COPAA educational events is NOT open to anyone who is not a member of COPAA, eligible to be a member of COPAA, invited by COPAA or permitted to register and attend by COPAA. Any individual employed by or who currently receives more than 50% of his/her income from state, local, or, in the case of an attorney, who represents or has represented such an agency or school district within the past five years, shall not be permitted to register or attend a COPAA educational event unless a formal exception is granted by the CEO of COPAA.

An attorney who has not represented an agency or school district during the two years immediately preceding the educational event in question may request an exception to register for a COPAA educational event by petitioning the CEO of COPAA if:

- (1) they are currently working only on behalf of parents in any educational matters, provided, however, that the attorney may represent clients other than parents or agencies or school districts on non-educational matters;
- (2) submits two letters of recommendation from current COPAA members, including at least one attorney, that specifically indicates that the attorney is only working on behalf of parents in educational matters; and
- (3) submits a personal statement regarding how they intend to utilize the COPAA training.

Such application shall be submitted no later than 20 days prior to the start of the event. If the attorney billed or had their time billed for representation of such agency or school district during the two years immediately preceding the educational event in question, the attorney shall not be eligible for the exception.

Upon receipt of the request for an exception, the CEO (or designee) shall consult with appropriate committee chairs, as needed, and determine if additional information is needed prior to deciding the request. The CEO has the sole and unreviewable discretion as to whether to grant the exception. The determination of the CEO shall be made in the interests of the organization and members and is without recourse.

If during the course of any such education event, the CEO determines that a non-member participant did not qualify for registration without seeking an exception but failed to seek one, or that the exception granted to an individual was improvidently granted, COPAA may terminate the individual's registration and remove such individual from the educational event, refunding only any prorated tuition fees. COPAA shall not be responsible for any other costs, expenses or claims including lodging and travel. In such circumstances all COPAA educational materials shall be returned to COPAA. COPAA educational materials may not be transmitted or duplicated to any third person or entity without the express permission of COPAA.

## **Communications Policy**

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### Communications Policy

All public statements made by or on behalf of COPAA shall be approved by the CEO.

All public statements shall be aligned with COPAA's stated purpose and mission and in accordance with formal policy or position statements of COPAA. Policy and position statements of COPAA are approved by the Board of Directors.

If a statement is requested or deemed necessary the CEO will consult with the chairs of COPAA's committee (s) (when appropriate) to determine whether to issue a public statement. The following factors will be considered:

- Does COPAA have a formal position, approved by the Board of Directors on any pending legislative, regulatory or industry issues?
- Is this an issue about which we have expertise, i.e., being actively addressed by "experts" on issues either on the Board or at the committee or workgroup level?
- Is there sufficient time to prepare and respond?
- Is the issue sensitive and potentially damaging?

If the CEO determines that the potential statement may not be entirely consistent with or covered under COPAA's formal position or may be potentially sensitive or damaging, the CEO shall share the final draft of the potential statement with the Executive Committee or, if time is of essence, with the COPAA Chair to determine if further action is necessary prior to or in determination of issuing a statement.

Whenever a member of the Board, Committee chair or COPAA staff member becomes aware of an issue that is likely to elicit a request for public comment, that person shall promptly notify the CEO who will follow the above process. If the determination is made to make a public statement, the CEO will identify a spokesperson(s) with sufficient knowledge on the issue.

If, in the course of making a statement to the media or Congress, the COPAA spokesperson is asked about an issue on which COPAA has not taken a position or no formal approved statement exists, that individual may comment on the issue making it clear that they are expressing a personal position but not that of COPAA.

*[Adopted 2009, Updated 2017].*

## **Executive Committee**

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Agendas for Executive Committee meetings should be distributed to Board members at the same time they are distributed to Executive Committee members.

*[Adopted 6/13/06 Board meeting.] (See also bylaws regarding E.C.)*

## **Financial: Grants, Revenues, and other Financial Projects**

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### COPAA Policy on Acceptance of Potential Grants, or New Sources of Revenue

Providing advocates, attorneys, parents and other professionals the resources and information they need to obtain effective educational programs for students with disabilities and promoting excellence in advocacy are central to the mission of COPAA.

Toward that end it is recognized that COPAA may actively seek or be presented with opportunities to expand programmatic efforts or revenue sources. This policy is established to provide a decision-making framework for determining whether it is advisable for COPAA to pursue or accept a grant, restricted donation or fund, or other non-dues source of revenue. Following this procedure is essential to assure that the proposed initiative is an asset to, not a drain on, COPAA resources.

New initiatives or offers will be presented to the CEO (ED) of COPAA who will review the proposal according to the established criteria. The ED will inform the Executive Committee (EC) of any new proposals received. The ED, in consultation with the EC, may establish a work group that includes topical experts to assist in the

review. The following criteria will be used as the basis for the review and recommendation:

- \* Is it a good fit under the mission and principles of COPAA?
- \* What is the value to our membership?
- \* Does it tie to a specific goal or an existing effort within a goal? If not, is there sufficient reason to alter the plan?
- \* How will it affect the organization financially (revenue and expense)
- \* Have the potential risks and rewards been evaluated?
- \* Are there any concerns in relation to the identity, expectations or restrictions of the funding source that may adversely impact an otherwise desirable donation which should be considered in the analysis of benefits and rewards?
- \* Does COPAA currently have (or able to secure) the necessary capacity to complete a quality project? This includes the amount of staff and volunteer time needed to complete the task or project, whether staff time is adequately compensated, and the impact of the project in drawing resources and attention away from existing plans or projects.

Upon completion of the review, the CEO will submit a recommendation to the COPAA Development Committee, who will either (1) send the proposal back with request for further information or (2) put forward a recommendation to the COPAA Board on acceptance.

*[Adopted 10/31/07 by electronic vote, updated 2016]*

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## **COPAA Financial Policy**

### **I. Funds Management**

A. The purpose of this policy is to establish guidelines for the management of the COPAA's financial affairs to assure the organization's long-term economic stability.

B. All funds will be categorized as follows:

1) **Current Operating Funds** – These are the funds needed to meet current and reasonably foreseeable operating needs, consistent with the approved operating budget. These funds are to be managed by the CEO, in consultation with the COPAA's accountant, Board Chair and Treasurer, to preserve principal value, to be available for expenditure immediately, and to produce the maximum return as may be available consistent with the foregoing objectives. Current Operating Funds shall be kept in an FDIC-insured checking account, which shall, at least semi-annually, “sweep” funds not reasonably expected to be need over the next six months into an appropriate interest-bearing account.

2) **Intermediate Operating Funds** These funds are to be managed by the Executive Director, in consultation with the Accountant, Chair and the Treasurer, so that at

least thirty percent (30%) of such funds are to be available for expenditure within a period of thirty (30) days of demand, to preserve principal value, and to produce the maximum return as may be available consistent with the foregoing purposes.

- 3) Long Term Reserves - These are the funds in excess of current operating funds and intermediate operating funds. These funds are to be allocated for investment with majority Board approval and only used only with 2/3 Board approval for (a) extraordinary, unanticipated needs; or (b) new budgeted initiatives. These funds are to be managed so that fifty percent (50%) of such funds are to be available for expenditure within a period of ninety (90) days of demand, to preserve principal value, and to produce the maximum long-term return as may be available consistent with the foregoing purposes. Long Term Reserves shall be managed to maximize the long-term appreciation of Long Term Reserves; to avoid highly risky or volatile investments and investments that conflict with the mission of COPAA; and, to have available in a timely way such funds as may be required from Long Term Reserves. The assets must be invested with care and diligence with the overriding prudent person rule as a guide to investment management. The Investment Manager will have the discretion to make individual security and industry decisions. The prudent person standard will apply to both individual securities and industry/sector weightings. Subject to the prudent person standard and the Objectives contained above, the investment manager may invest in such equities and fixed income securities as the investment manager deems proper, except that the investment manager is prohibited from directly investing Long Term Reserves in any firm or industry that the Board may designate as unacceptable for investment of COPAA funds.

Restricted Accounts – The COPAA Board may at its discretion restrict funds for a specific purpose, with majority approval of the Board. Majority Board approval is required to dissolve the restricted account.

- C. All parties are subject to the Prudent Person Rule which states:

Assets shall be invested with the care, skill, prudence, and diligence under the circumstances prevailing from time to time that a prudent person acting in a like capacity and familiar with such matters would use in the investment of a fund of like character and aims.

## **II. Annual Operating Budget**

Annual Operating Budgets shall be prepared by the CEO and Treasurer and must be approved by the Board in advance of each fiscal year. The CEO may make expenditures of Current Operating Funds consistent with the approved Budget. Any expenditure that exceeds the approved Budget by (a) more than ten percent (10%) of the relevant line item; of (b) by more than \$700 shall be approved by the Executive Committee prior to the expenditure being made. The Chair shall notify the Board of all such approvals at the next regularly scheduled meeting of the Board.

### **III. Liabilities**

- A. COPAA shall not borrow money without approval of the Board of Directors.
  
- D. Except as specifically provided for in the Current Operating Budget, any operating contract in excess of \$5,000 per year or not in the course of ordinary business shall be approved by the Executive Committee.
  
- E. Annual Conference
  - 1) Once the COPAA Annual Conference dates and city are approved by the Board of Directors, the hotel contract will be considered to be a contract in the ordinary course of business and may be entered into with approval by the Executive Committee;
  - 2) Any contract in excess of \$10,000, or any type of contract where COPAA could incur financial penalties, shall be approved in advance by the Executive Committee.
  - 3) Except as provided in subparagraphs (1) and (2) above, the CEO, in consultation with the Conference Committee Chair(s), will have the authority to enter into all other contracts relating to the Annual Conference.

### **IV. Long-Term Reserves**

- A. During each Annual Board meeting, the Finance Committee shall recommend to the Board of Directors the amount (if any) of funds that should be designated as Long Term Reserves, which amount shall be calculated by determining the amounts needed for Current Operating Funds and Intermediate Operating Funds, as provided in Section I of this document. The Board shall have the discretion to determine whether such funds shall be placed in Long Term Reserves.
  
- B. Each year the Board shall establish a Long Term Reserves Panel which shall oversee the independent, qualified Investment Manager. The Investment Manager shall advise the Panel regarding the investment of Long Term Reserve. The panel shall oversee the activities of the Investment Manager to ensure that investment are made consistent with the objectives contained in Section I of this document; (c) report to the Board of Directors annually on the nature and amounts of the Long Term Reserves; (d) make available to the Board of Directors access to monitoring of Long Term Reserves investments.
  
- C. Funds may be withdrawn from the Long Term Reserves only upon the affirmative vote of 2/3 of the members of the Board of Directors and only for such purposes as are specified in Section I of this document.

D. The Panel is charged with the authority to hire and fire the Investment Manager. The Panel is responsible for all investments made by of Long Term Reserves, but as a practical matter, will delegate day-to-day management of the assets to the Investment Manager.

E. The duties of the Investment Manager include, but are not limited to, advice on asset allocation, screening and day-to-day monitoring of investments, reporting of investment results, custodianship of the Long Term Assets, and any other duties the Panel deems appropriate.

F. The Panel shall meet with the investment manager on an annual basis at a location selected by the Panel. After such meeting, the Panel shall prepare a written evaluation of the Fund's performance during the preceding year and shall transmit such report to the Board of Directors. The Treasurer or CEO shall transmit all instructions from the Panel to the investment manager. No recommendation made by any other member of the Panel shall be treated as a directive to the investment manager.

G. The Panel shall be made up of the CEO, the Treasurer and two other members of the Board of Directors who shall not be members of the Executive Committee. The Treasurer shall chair the panel.

## **VI. Financial Oversight and Control**

A. There shall be an audit of COPAA's finances by an independent Certified Public Accountant firm approved by the Board of Directors.

B. At the end of each month, the CEO shall provide to the Treasurer and the Chair a financial statement comparing actual figures to those in the Operating Budget.

C. There shall be a separation of responsibility for the oversight of all substantive financial matters including, but not limited to, the following:

1) **Account Reconciliation:** Individuals responsible for reconciling balances with statements of account shall not have authority to sign checks or otherwise disburse funds from accounts they reconcile.

2) The CEO is authorized to sign all checks and make any necessary disbursements for budgeted funds and approved expenses, except as otherwise provided in this document, up to and including \$2,000. Distribution of funds over \$2,000 shall require two signatures, one being the Treasurer, or if the Treasurer is unavailable, another member of the Executive Committee who has been designated by the Board of Directors, and the other signature being the CEO.

3) Fidelity bonds may be secured for individuals who handle funds on behalf of the organization.

## **VII. Approval**

The Board of Directors of COPAA has reviewed and approved the investment policies, restrictions, guidelines and philosophies included in this document. We consider these investment policies, restrictions, guidelines and philosophies represent to be a prudent investment policy that provides for growth in assets while limiting the risk COPAA accepts.

The Board of Directors shall review this policy at least annually during the budgeting process for the express purpose of assuring that this policy meets the current needs of COPAA. The Board may change the policy at any time with majority approval.

*[Adopted\_11-17-09 Board Meeting, Updated 3/2013]*

### **Find Attorney/Advocate Directory Policy**

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The purpose of the COPAA Find Attorney/Advocate Directory is to serve as a resource for members and the public to find attorneys, advocates and other professional who belong to COPAA and advocate on behalf of children with disabilities. Participation in the Directory is optional, and open to professional members of COPAA who choose to be published in the Directory. In order to provide the most efficient and reliable information in the Directory, COPAA has established the following requirements for publication in the Attorney/Advocate Directory, listed by category:

**Attorney Members:** Attorney Members who request publication in the Attorney/Advocate Directory certify that they are currently admitted to a State of Federal Bar. Attorneys Members must provide their juris/bar number (which shall not be published) and represent children with disabilities as an area of their practice or demonstrate qualifications sufficient to represent children with disabilities in order to be published in the Attorney/Advocate Directory. Attorney Members are listed in the States in which they are admitted to practice law and are encouraged to list all areas in which they practice. While COPAA welcomes all Attorney members who have joined COPAA, the Attorney/Advocate Directory is a resource for the community to find Attorneys who have experience in disability law, and therefore, Attorney members who do not actively practice disability law but have joined COPAA for other reasons are welcome to publish their information in the Member Directory. Additional pertinent information, such as years of experience in disability law, experience in trial or appellate work in several state or federal courts, representation of parents of children with disabilities in IEP meetings, Mediation or Due Process Hearings in neighboring states where the member is not admitted, etc., should be listed in the narrative.

**Advocate Members:** Advocate Members who request publication in the Attorney/Advocate Directory certify that they currently represent, or have represented within the past five years, children with disabilities in the special education process. Additional pertinent information regarding the type of advocacy provided, such as educational consultation services, disability-specific representation, or completion of COPAA's SEAT Training should be listed in the narrative.

**Other Professional Members:** Professional Members of COPAA who are not Attorneys or Advocates who request publication in the Attorney/Advocate Directory certify that they currently satisfy all licensing or certification requirements established by their professions in the States in which they are listed in the Directory. Such members must provide their license or certification number (which will not be published). For example, if a member is listed as a "psychologist," that member certifies they are a licensed psychologist in the state in which they are listed in the Attorney/Advocate Directory. Additional pertinent information, such as experience in evaluation or testimony states other than those in which the member is licensed, should be listed in the narrative.

The following disclaimer will appear on the website directory:

This directory is provided as a service to COPAA, the public and those who advocate for children with disabilities. While COPAA has attempted to provide accurate and reliable information as of the date of publication, COPAA disclaims any responsibility for any errors, omissions or modifications with respect to any of the listings contained herein. This publication should not be construed as endorsement by COPAA of any particular individual, nor does it suggest that others not listed are not competent to advocate for children with disabilities.

*[Adopted 10-18-10 via electronic vote on Board listserv, recorded 11-17-09 Board Meeting minutes]*

## **GIFT ACCEPTANCE POLICY**

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### **I. Organizational Mission Statement: See bylaws.**

### **II. Purpose of Gift Acceptance Policies**

These gift acceptance policies have been adopted by the Board of Directors of COP AA ("COPAA") to govern the receipt of all financial contributions to the organization including gifts donated through estate, legacy or planned giving. The Company reserves the right to reject any gift for any reason or no reason. The Company reserves the right to place any condition(s) it chooses in its unfettered discretion on the acceptance of any gift.

### **III. Estate, Legacy or Planned Giving**

The term "planned giving" is used generically in this policy document to refer to financial gifts made through what is commonly referred to as estate, legacy, or planned giving. Planned Giving is a comprehensive program for long-term financial support of the

Company through a broad range of charitable gift options. The program actively solicits and accepts contributions to the Company through bequests and other advantageous tax, financial, and estate planning techniques. The following policies and procedures are adopted as guidelines to clarify the technical aspects of receiving and managing gifts.

#### **IV. Types of Gifts Accepted**

A. *Cash and Marketable Securities.* Outright gifts of cash and marketable securities may be accepted by the CEO.

B. *Life Insurance.* Gifts of whole life insurance may be accepted by the CEO or her designee, when COPAA is designated as beneficiary both owner and beneficiary. When all the rights in a policy are gifted to COPAA, the donor shall be informed of the advantages of making a gift of the premium amount to COPAA and encouraged to continue to make the premium payments.

C. *Tangible Personal Property.* Gifts of tangible personal property may be accepted by the CEO.

D. *Closely Held Business Stock.* Gifts of closely held stock when given outright, given to fund a charitable trust of which COPAA is a beneficiary, given in exchange for a gift annuity, or given as an in-kind distribution from a trust or estate, requires prior approval of the Executive Committee.

E. *Limited partnership Interests.* Gifts of limited partnership interests when given outright, given to fund a charitable trust of which COPAA is the beneficiary, given in exchange for a gift annuity, or given as an in-kind distribution from a trust or estate require prior approval of the Executive Committee. Unrelated business income must be estimated and evaluated for each partnership.

F. *Real Property.* Gifts of real estate when given outright, given to fund a charitable trust, given in exchange for a gift annuity, or given as an in-kind distribution from a trust or estate require prior approval of the Board. The Chair shall summarize the following information and present it with a recommendation for acceptance or non-acceptance to the Board of Directors.

I. *On-Site Inspection Report.* One or more representatives of COPAA shall make an on-site inspection of the property and prepare a written report. COPAA may retain a licensed contractor to inspect the property.

2. *Analysis of Marketability, Holding Costs, and Costs of Sale.* The Executive Director shall evaluate the net holding costs, if any, and prospective sales costs of the property.

Criteria for evaluation shall include:

- present market value, including obtaining a formal appraisal;
- marketability - assessment of the market for salability, including likely timeframe for sale;
- cost of acquisition;
- income potential while the property is held;
- encumbrances;
- zoning;
- appreciation/depreciation potential;
- maintenance and repair expense;
- loan expense;
- property tax, unrelated income tax, and other taxes;

- marketing, commission and closing costs; and
- improvement, renovation, or retrofitting.

When real property is used to fund a charitable trust for which COPAA will be a beneficiary, the donor must make arrangements with an independent legal or financial contractor to manage all aspects of the trust, including all expenses incurred prior to any sale of the property, including the cost of environmental assessments described below.

*3. Hazardous Materials and Environmental Issues.* The CEO shall carefully investigate environmental issues related to the property. The on-site inspection described above shall include completion of a Real Property Environmental Inspection Report in form similar to the one attached hereto. For residential property only, where no environmental problems are determined to exist, the Chair may approve acceptance of the gift with no further environmental analysis required.

In all other cases, acceptance of gifts of real property shall require that a Phase I Environmental Site Assessment in compliance with the American Society for Testing and Materials (ASTM) Standard Practice be prepared by a competent environmental professional. The gift may be accepted by the CEO if the assessment reveals no presence or likely presence of a hazardous substance. If the Phase I assessment indicates the presence or likely presence of a hazardous substance, the CEO may elect to obtain a Phase II assessment relative to the specific type of hazardous substance. If the Phase II assessment indicates that the property contains a hazardous substance, the CEO may accept the gift only upon the approval of the Board of Directors based upon advice of legal counsel concerning potential liability under CERCLA (Comprehensive Environmental Response, Compensation, and Liability Act of 1980) and other applicable laws.

## **V. Types of Planned Giving Vehicles**

*A. Charitable Remainder Trusts.* Under a charitable remainder trust, the donor transfers assets to the trust in exchange for a life income. The donor may be the only income beneficiary, share the income with another, or gift the income to a third party. All charitable remainder trust documents shall be reviewed by the Executive Committee prior to acceptance. COPAA will not serve as trustee of charitable remainder trusts but may recommend interested donors to independent legal or financial service companies with whom the donor can contract at his/her own expense and risk. *Charitable Lead Trust.* Under a Charitable Lead Trust, a donor transfers property to a trust COPAA receives a specified payment for the term of the trust. When the trust terminates, the assets revert to the donor or pass to the donor's heirs. COPAA will not serve as trustee of charitable remainder trusts but will accept beneficiary status.

*B. Gift of a Personal Residence or Farm with a Retained Life Estate.*

COPAA may accept a gift of a personal residence or farm with a life estate retained by the donor. The donor may retain the right to live in the property, share this right with another, or gift the right to a third party. Acceptance of the property shall be subject to all the requirements for the acceptance of any gift of real property. In addition, COPAA shall have a written agreement with the donor concerning maintenance, insurance, taxes, and

other matters. At the death of the final life tenant, the Company shall have unrestricted title to the property. Acceptance of a gift of a personal residence or a farm with a retained life estate shall require the prior approval of the Board of Directors.

*Gifts Posing Substantial Risk.* The CEO will seek the approval of the Board of Directors for acceptance of any gift which in the judgment of the CEO poses substantial risk to the Company even if the CEO is otherwise authorized by these Policies and Procedures to approve such gift.

## **VI. Administration of Gifts**

*Converting Gifts to Cash.* It shall be COPAA's policy to immediately convert all received charitable gifts to cash.

*Use of Independent Legal and Financial Contractors.* It shall be COPAA's policy to recommend that prospective donors use independent legal and financial contractors in their estate or legacy planning.

*Designated or Restricted Gift.* COPAA reserves the right to refuse any designated or restricted gift when the conditions placed on the acceptance of the gift are not in keeping with COPAA's mission and goals and/or would place an undue burden on the organization.

*Monitoring of Estates and Trusts.* All estates and trusts in which COPAA is a beneficiary shall be monitored by the CEO. Procedures shall include the acquisition and review of relevant court documents pertaining to each estate, calculation of approximate gift value, and periodic checks of the distribution process. COPAA may retain legal counsel, as appropriate, in estate proceedings.

*Avoidance of Trusteeship.* The Company will not serve as the trustee for any type of charitable trust and instead, whenever possible, will recommend that all trusts of which the Company is the beneficiary be managed by independent legal and financial contractors. Exceptions to this policy require the prior approval of the Board of Directors and will be made in compliance with relevant state and federal laws.

*Endowment Funding.* As recommended by the Chair and with the prior approval of the Board of Directors, the proceeds from undesignated charitable gifts made through planned or legacy giving will be used in the establishment of an endowment fund to support the Company's long-term mission and goals.

## **Community Suspensions**

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The majority of minor community violations are handled through reminders by the moderators. Members who consistently have trouble following guidelines are generally assisted successfully through being put on moderated status.

### Forwarding Posts Off List

On the rare occasions when members **forward posts off-list** without advance permission, moderation cannot solve the problem. The following graduated penalties will be applied when members do so:

- i. 1st violation: 1 month suspension
- (b) 2nd violation: 3 month suspension
- (c) 3rd violation: complete suspension.

To be reinstated to the list, the person must sign a statement that they have read the listserv rules and agree to adhere to them.

Discretion. If the circumstances warrant, the listowner has discretion to recommend a longer or permanent suspension to the EC, which can vote to lengthen the suspension. On example is forwarding someone's post to a reporter without permission. The Listowner also has discretion to impose a lesser penalty if there are mitigating factors. Factors to consider include (but are not limited to) inadvertence, apology, and little or lack of harm. One example of very little harm is the reposting of information in the public domain, such as a news article or press release.

Permanent Suspension. At time, there are situations that warrant immediate permanent suspension, such as sending repeated harassing private emails to another member (e.g. stalking).

Appeals. Upon suspension, the suspended member will be notified of his/her right to file a petition for appeal with the Board of Directors through the CEO at [exec@copaa.org](mailto:exec@copaa.org). The CEO will notify the COPAA Chair, Vice Chair that a person has been suspended and the basis for suspension.

*[Adopted, Executive Committee, 1/30/07]*

## **COPAA Membership Exception Policy**

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The following individuals may apply for an exception:

A. An employee of an education agency who is also the parent of a child with a disability, may be considered for membership only after being nominated for membership by two current COPAA members.

B. A related professional who provides or has provided representation, advice or consultation, in the course of their work as a consultant, expert, expert witness or evaluator, may be considered for membership only after being nominated for membership by two current COPAA members.

C. A law student who has worked in a paid or unpaid capacity for an entity or individual that provides legal representation to local education agencies during the past two years.

If the individual is deemed to meet the criteria; the individual may be interviewed by a member of COPAA designated by the Membership Committee Chair (s). The interview shall be conducted in a manner designated by the COPAA Membership Committee Chair(s). The membership chair (s) shall present the decision about membership approval or denial to staff for communication to the applicant. If the applicant requests an appeal, the appeal will be sent to the COPAA Board for a final review and determination.

Approved Exception members shall sign an agreement to:

- abide by the community rules and not disclose any communications from the Communities or lists.
- not access the COPAA databanks nor the list serve email using either a school district computer or school district email address.

D. A school board member who is an attorney, advocate, parent of a child with a disability, or other person may be considered for COPAA membership if they advocate for the educational rights of children with disabilities. This includes any person who has been elected or appointed to a school board but whose term has not begun.

No school board member who does not advocate for the educational rights of children with disabilities may be considered for COPAA membership. At initial application or during membership term a member shall notify membership staff if he/she is elected or appointed to a school board. Membership staff shall inform the Membership Committee co-chair (s) to request that the individual be interviewed by a member of COPAA designated by the Membership Committee Chair(s). The interview shall be conducted in a manner designated by the COPAA Membership Committee Chair(s). The membership chair (s) shall present the decision about membership approval or denial to staff for communication to the applicant. If the applicant requests an appeal, the appeal will be sent to the COPAA Board for a final review and determination. If while an approved School Board Member is still serving their term on the school board and that board later has taken action by resolution or other official action, to participate in IDEA, Section 504, or other special-education litigation in court against parents or students the member must immediately resign his/her membership in COPAA.

Approved School Board member shall sign an agreement to:

- abide by the community rules and not disclose any communications from the Communities or lists.
- not access the COPAA databanks nor the list serve email using either a school district computer or school district email address.
- Agreement to notify COPAA via email to [membership@copaa.org](mailto:membership@copaa.org) if the school board later takes action, while the member is on the Board.

[Adopted, COPAA Board, 9/2020]

## **Membership Revocation Policy**

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The COPAA Membership Committee reserves the right to suspend or revoke membership of any individual whose actions demonstrate a blatant disregard for, or are in conflict with, the mission and purpose of COPAA. This includes, but is not necessarily limited to, disbarment, suspension from the bar, civil or criminal

penalties, or other good cause which shows serious potential to harm students with disabilities and/or their parents. Suspension or revocation is within the sole discretion of COPAA, and includes both the decision to refuse initial membership to an individual, or to remove current COPAA privileges or active membership. This includes the right to suspend or remove a person from listservs or COPAA Directories.

Procedures: A request or recommendation for suspension or revocation can be made by any COPAA member, or members of the public to the Membership Chair (s). “The Membership Chair will act on the referral or recommendation in a timely fashion. The CEO of COPAA is empowered to temporarily suspend any and all member privileges of COPAA pending the decision of the Membership Chair, without appeal.

Appeals: An appeals of the action can be made to the Executive Committee within ten (10) business days of written notice of the Membership Chair’s decision. The final decision on appeal is within the sole discretion of the Executive Committee.

The final action of the Membership Chair will be disclosed to the Board and to the individual who originally made the complaint (Complainant). Any unauthorized disclosure of the suspension or removal will be considered a violation of COPAA’s confidentiality policy.

In the case of a temporary revocation, an individual may seek reinstatement after the period of revocation has expired by submitting a letter of application to the Membership Chair. The Membership Committee must approve reinstatement by a two-thirds vote. Any such reinstatement shall be reported to the Board.

*[Adopted 11/15/2010]*

## **Officer Elections**

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(A) Applications for officer positions will be due in January with a short statement of interest and qualifications. The applications will be submitted to the CEO who will then distribute the applications to the Board.

(B) A special meeting will be convened for the Board to select officers.

*[Adopted 12/15/05 Board meeting.]*

## Policy on Political Posts

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COPAA is a 501(c)(3) corporation. As such, COPAA cannot support or oppose political candidates. Further, we recognize that politics tend to elicit strong feelings, and political discussions may lead to dissension and difficulty within our community. COPAA is the only organization of its kind for discussing special education law and advocacy; yet there are many internet forums for discussing politics. Accordingly, political candidates or their positions should not be discussed on COPAA's lists or in the forums on the COPAA webpage. This prohibition applies to any political campaign whether national, state, or local. Political discussions will be considered listserv violations.

COPAA Members may not send political or policy action alerts, or any other communication for the purpose of encouraging members to take political action to the COPAA Lists. Members wishing to distribute an action alert to the COPAA Network must submit the alert to govrelations@copaa.org. If the alert is deemed to be in support of COPAA's mission and policy objectives COPAA may disseminate the alert through the appropriate communication vehicle.

*[Originally Adopted 6/25/08 Board Meeting, Executive Committee, 7/1/08, Updated 1/6/11]*

## RECORDS RETENTION POLICY

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### Records Policy

The records of COP AA are important assets. Corporate records include essentially all records you produce as an employee, whether paper or electronic, and e-mail specifically. Failure to retain records for the minimum periods required by law could subject you and COPAA to penalties and fines, cause the loss of rights, obstruct justice, spoil potential evidence in a lawsuit, place the Company in contempt of court, or seriously disadvantage the Company in litigation.

COPAA's CEO has been delegated responsibility for this Policy and for education of employees to ensure compliance; periodically updating this Policy; and the coordination of destruction holds in appropriate circumstances. COPAA will also advise regarding the U.S. Federal Rules of Civil Procedure, effective December 1, 2006, which regulate the discovery of electronic-stored data by COPAA and by every relevant employee.

***This Policy applies to all COPAA records, or copies or excerpts or summaries of such records, whether retained on site, off-site, in a personal computer or other device, or otherwise in employees' business or personal files. This Policy applies specifically to e-mail and instant messages, and to Company-related documents created by employees personally and not during active employment hours.***

There are three kinds of Company records-**Temporary, Final, and Permanent.**  
**Temporary Records**

Temporary records include all business documents that are intended to be superseded by Final Records or Permanent Records.

**Temporary records shall be destroyed or permanently deleted if in electronic form when a project or matter closes.**

Upon closing of temporary files, make sure that you have duplicates of all the final records and then destroy the temporary records.

### **Final Records**

Final records include all business documents that are not superseded by modification or addition, including but not limited to documents given ( or sent via electronic form) to any third party not employed by COPAA, or to any government agency; final memoranda and reports; correspondence; handwritten telephone memoranda not further transcribed; minutes; specifications; journal entries; cost estimates; etc.

**All accounting records shall be deemed Final Records.**

**Except as otherwise provided in the Document Retention Schedule and as otherwise defined by legal and regulatory requirements, all final records are to be discarded ten years after the close of the project or matter.**

### **Permanent Records**

Permanent records include all business documents that define COPAA's scope of work, expressions of professional opinions, research and reference materials. Such include, but are not limited to contracts, proposals, materials referencing expert opinions, financial statements, tax returns, payroll registers, copyright and trademark registrations, patents and other documents relating to intellectual property rights, environmental reports, real estate records, and formal minutes of meetings.

**Except as provided in the Document Retention Schedule, all permanent documents are to be retained indefinitely.**

### **Record Maintenance and Storage**

All physical records are maintained by the CEO or designee. All electronic versions of records are maintained within COPAA's centralized electronic record software database, which is maintained by the CEO or designee.

The originals of all physical records-including tangible items such as photographs and audio or video recordings-should be *immediately* forwarded to the CEO to be dated, indexed, and placed within the project file. When a project is completed, the CEO or designee will confirm with all employees working on that project that all original Final Records and Permanent Records related to that project have been placed in the project file.

The CEO or designee shall maintain an up-to-date list of all records stored on-site and off-site, along with the dates of the records' creation and project's completion. Based on that list, the CEO or designee will dispose of the process

subjecting all documents to future discovery requests, and often presenting only a possible litigation liability with little or no business value.

A thorough record retention policy provides guidelines and procedures for storage, organization, retrieval and, ultimately, destruction of documents. Documents may be retained (1) never, (2) forever, or (3) for designated time periods, depending upon the nature of the document and the rationale for its retention, if at all. The policy designates the individuals responsible for compliance with the policy and provides for the immediate suspension of the policy in the event of litigation, an investigation, or other designated events.

### **Compliance Considerations**

There are U.S. legal requirements to maintain certain records for designated periods, and to provide them to government agencies under certain conditions. There are basic corporate records and important agreements and other documents which should be retained and safeguarded. There are evidentiary and discovery requirements in the event that the company becomes involved in litigation or regulatory proceedings. The instant that litigation or regulatory proceedings become reasonably foreseeable, an immediate hold must be imposed on all possibly relevant documents and sources. In the case of a corporate client with diverse operations, it may be virtually impossible to conclude with confidence that a record in one location can be destroyed, since the possibility might exist that it is relevant to or subject to discovery in a case or proceeding in another jurisdiction far away. When the documents no longer exist, or when the disks have been wiped clean or are otherwise not recoverable, the typical inference is that the result was intended, and that the information destroyed would have been adverse to the destroyer. "Litigation Holds" are also relevant to a later claimed attorney work product privilege, since both should be triggered contemporaneously at the time litigation is reasonably anticipated.

### **Documents Can Live Forever**

Remember that anyone who has had access to the document likely also has had the opportunity to print it or to send a copy to another computer or file, and it is obviously no defense to a discovery request to argue that a relevant document should have been destroyed and that a copy was retained in violation of corporate policy. Furthermore, index information describing the discarded document may be retained long after the document itself has been wiped clean or overwritten.

### **E-mail Policies**

All electronic communication systems as well as all communications and stored information transmitted, received, or contained on the COPAA's information systems are the property of COPAA. Employees may not use a password, access a file, or retrieve any stored communication, unless authorized to do so. Employees have no expectation of privacy in connection with the use of COPAA's equipment or with the transmission, receipt, or storage of information using COPAA's equipment. Authorized COPAA personnel may access communications and stored information at any time without notice or consent.

## **Conclusion**

In summary, prudent corporate planning would suggest the following caveats:

1. Unless a law says otherwise, there is no law against a Document Destruction Policy.
2. If a document has been created, assume that a copy of it exists somewhere.
3. If a document has been created electronically, assume that it can be retrieved.
4. When in doubt, ask. When really in doubt, ask in writing, and save the answer. Because of the importance of record retention policies, and the dire consequences which could result from the retention of a document better destroyed, or the destruction of a document which should have been or which was required to be retained, the policies should be reviewed and approved by senior management and the board in consultation with in-house general counsel and outside legal counsel. The policy should be acknowledged by all relevant employees and should be enforced consistently. Violations, in the form of either early destruction.

*(Adopted 12/2016)*

## **Scholarships and Donations**

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### **I. Proposed Memorial and Honor Donations Policy**

The policy is for memorial contributions or gifts made in honor of special events or people.

#### **A. Memorial and Honor Scholarships**

COPAA welcomes donations for scholarships. COPAA will designate special memorial or honor scholarship funds to support our two existing scholarship programs. The family or individual may choose to direct the funds toward either the Beth Goodman or Ken Archibald program. COPAA will announce the special scholarship donation designation to our members, on our webpage, and at our conference program. COPAA will also provide the family/individual with regular updates of those who have donated to the designated scholarship. Donors wishing to designate such funds should contact the E.D.

#### **B. Other Memorial and Honor Donations**

COPAA accepts other memorial and honor donations. Donations may be made through the website or by check. COPAA will acknowledge memorial contributions in our Conference program and on our website if desired. Donors wishing to discuss a large memorial gift or project or a planned gift or bequest should contact the E.D. Major projects undertaken by COPAA must fit with COPAA's strategic and financial plans and promote COPAA's goals of ensuring appropriate educations for children with disabilities and protecting their educational and civil rights. Substantial financial projects must be reviewed and approved by COPAA's Development Committee and Board of Directors. The projects will undergo review in accord with COPAA's existing policy for Revenue, Gifts, and other Financial Projects.

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## **School Board and LEA Employee Members of COPAA**

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To implement the bylaws regarding school board and LEA-employee members of COPAA, the Board adopted procedures in October 2005. These include statements to be signed by school board members and LEA employee/parent members; a system for tracking school board members; and a notification system to be used when a COPAA member joins a school board.

*[Adopted Oct. 2005 Board meeting.]*

## SEXUAL AND OTHER WORKPLACE HARASSMENT

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COPAA's policy is to insist upon mutually respectful interactions between people and to comply with all laws applicable to COPAA activities. COPAA does not discriminate on the basis of disability, age, race, religion, sex, national origin, marital status, veteran status or sexual orientation. COPAA will not tolerate workplace harassment based on any of these factors, or related retaliation, against or by any employee or contractor.

1. Sexual Harassment. It is COPAA's policy to prohibit sexual harassment. Sexual harassment consists of interactions characterized by unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when: (1) submitting to such conduct is either explicitly or implicitly a term or condition of employment; (2) submitting to or rejecting such conduct is used to make tangible employment decisions; or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work or creating an intimidating, hostile, or offensive working environment. It also includes hostile environment sexual harassment. This is unwelcome sexual conduct that is sufficiently severe or pervasive that it alters the conditions of employment and creates an environment that a reasonable person would find intimidating, hostile or offensive. The determination of whether an environment is "hostile" must be based on all of the circumstances. These circumstances could include the frequency of the conduct, its severity, and whether it is threatening or humiliating.

2. Other Work-Related Harassment. COPAA will not tolerate workplace harassment on the basis of race, color, religion, gender, national origin, age, sexual orientation, or disability against any employee or contractor. This includes, but is not limited to:

-- epithets, slurs, negative stereotyping or threatening, intimidating or hostile acts towards employees or contractors, that relate to disability, race, color, religion, gender, national origin, age, or sexual orientation in work-related environments; and

-- written or graphic material that denigrates or shows hostility or aversion toward an individual or group because of disability, race, color, religion, gender, national origin, age, sexual orientation, and that is circulated or placed in work-related environments as harassment of an employee or contractor.

3. Prohibited Retaliation. It is a violation of this policy to engage in retaliatory acts against any employee, contractor, agent, or director who reports an incident of alleged sexual or other workplace harassment, or any employee, contractor, agent, or director who testifies, assists or participates in a proceeding, investigation or hearing relating to such allegation of sexual or other workplace harassment.

4. Reporting & Discipline Procedures. COPAA takes allegations of work-related sexual and other harassment seriously. To take appropriate corrective action, COPAA must be aware of the harassment or related retaliation. Therefore, anyone who believes

that s/he has experienced or witnessed sexual or other workplace harassment or related retaliation should promptly report such behavior to a supervisor, the Chair of COPAA's Board of Directors, or the designated sexual harassment contact on the COPAA Board. Either this person or a member of the COPAA Board of Directors will be appointed to interview all parties and anyone with information promptly after the report is made and review any materials. The investigator shall be impartial, and must not have been involved in any way in the harassment allegations themselves. Confidentiality shall be maintained to the extent reasonably feasible. The investigator shall make a report to the COPAA Executive Committee, who shall promptly resolve any allegations of sexual harassment, and report to the Board of Directors. In the event that the allegations involve a member of the Executive Committee or Board of Directors or the employee's supervisor, that person shall not take part in any communications, discussions, or decisions about the allegations, other than to report information to those investigating the matter and answer any questions

Engaging in sexual or other workplace harassment, or prohibited retaliation, as described above, is a violation of this harassment policy and may be grounds for dismissal, suspension, or other disciplinary action. Nothing in this policy prohibits an employee, contractor, or agent from being disciplined or discharged for performance problems or disciplinary violations of any sort.

Note: Currently, the independent designated sexual harassment contact is Mark Kamleiter and the employees have been given his contact information.

*[Adopted 6/2006 Board Meeting]*

## **Volunteer Service Policy**

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Participation as a volunteer member on a COPAA Committee provides an opportunity for members to network with peers and serve the profession by working on various interesting and worthwhile assignments. Acceptance and ultimate participation on COPAA Committee entails a responsibility to assist in achieving the objectives of the volunteer group through preparation for, and attendance at, its meetings and participating in its deliberations. We know that volunteers have many demands on their time. We appreciate your willingness to use part of that time to serve COPAA. We hope you benefit as much by your volunteer service as COPAA benefits from having members willing to volunteer.

### **Confidentiality.**

During the course of service as a member of a Committee, members may have access to, or receive, information which is proprietary or confidential. Such information includes, but is not limited to; trade secrets, customer, employee or member data, information related to the operations or plans of COPAA or of firms, companies or individuals doing business with COPAA which is otherwise personal, private or of a sensitive nature. Volunteers should consider all information received or discussed during their service as confidential and members may not disclose any such information without express permission from the Committee Chair and CEO.

**Conflict of Interest.**

Volunteer members agree to protect COPAA's interests during a specific committee or workgroup assignment, free of conflict of interest or self-dealing; and will act in good faith; with the care an ordinarily prudent Volunteer would exercise under similar circumstances. A Volunteer will disclose the Committee

Chair(s) and CEO any potential conflict of interest. Conflicts of interest would include when a Volunteer has a financial interest in any transaction, contract, or other business arrangement with COPAA; or with an entity or individual whose business or operation has been or will be directly affected by or in conflict with a decision or action of COPAA.

**Communications.**

All statements concerning policy or technical matters issued on the authority of volunteer Committees or Workgroups should be clearly identified as such. Pronouncements and outside communications of COPAA must be approved via the Communications Policy prior to issuance.

**Actions Which May Discredit COPAA.**

Volunteer members should not engage in, promote, or participate in any activities which would reasonably be anticipated to discredit or result in damage to the COPAA's reputation or otherwise discredit the core standards and principles it represents.

**Volunteer Relations.**

Procedures are needed to in any organization to guarantee fairness and consistency in the treatment of individuals and in the conduct of good relations, to promote good management and to assist COPAA to operate effectively. Volunteers are appointed according to the criteria defined. If there are concerns about volunteers' conduct, it is first raised with the Committee Chair. After an initial review and discussion with the volunteer, the Committee Chair will discuss with COPAA CEO and jointly decide whether the volunteer's conduct is something that can be improved or if the volunteer or COPAA can no longer honor the Volunteer Agreement.

The Committee Chair and CEO will write to the volunteer within ten business days to explain what the decision is and any relevant explanation; copied to the Executive Committee. An appeal against the Committee Chair and CEO decision should be made in writing within ten business days to the COPAA Chair. Within two weeks, the COPAA Chair will investigate and discuss the situation (as deemed necessary) and will reply to the volunteer in writing. The COPAA Chair decision is final.

**Terminating the Volunteer Agreement.**

Apart from terminating a volunteer agreement due to competency or disciplinary action, volunteers should provide adequate notice for the termination of their work at COPAA. Volunteers who leave COPAA for any reason will be invited to an exit interview. This procedure is designed to help improve the support given to volunteers and to record their achievements and provide vital statistical information.

**Service Policy Statement.**

As a requirement of COPAA for Volunteer Committee Work (includes Committees, Subcommittees, Boards, Panels, Expert Panels, Centers, Technical

Resource Panels and Task Forces) volunteers have the responsibility to review and adhere to the Volunteer Service Policy

*Adopted 10-18-10*

## **Whistleblower Policy**

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### **I. General**

COPAA expects its directors, officers, employees, and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of COPAA must practice honesty and integrity and comply with all applicable laws and regulations in fulfilling responsibilities.

### **II. Reporting Responsibility**

It is the responsibility of all directors, officers, and employees to report Wrongful Conduct in accordance with this Whistleblower Policy.

### **III. Wrongful Conduct**

“Wrongful Conduct” is defined in this Whistleblower Policy to include: a serious violation of COPAA policy; a violation of applicable state and federal law; or the use of COPAA property, resources, or authority for personal gain or other non organization-related purpose except as provided under COPAA policy

This definition of Wrongful Conduct is not intended to be an exclusive listing of the illegal or improper activity encompassed by the Whistleblower Policy. Rather, the Whistleblower Policy is intended to serve as a means of reporting all serious improprieties that potentially impact the integrity and effective operation of COPAA.

### **III. No Retaliation**

No director, officer, or employee who in good faith reports Wrongful Conduct will suffer harassment, retaliation or adverse employment consequence. Any director, officer, or employee who retaliates against anyone who has reported Wrongful Conduct in good faith is subject to discipline up to and including termination of employment or removal from the board or directors, as applicable. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within COPAA prior to seeking resolution outside COPAA.

### **IV. Reporting Wrongful Conduct**

COPAA encourages its directors, officers, and employees to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Any director, officer, or employee may report Wrongful Conduct to the CEO or the Chair of the Board of Directors. If the Wrongful Conduct implicates one or both of the CEO or the Chair of the Board of Directors, or if the reporting individual is not comfortable speaking with or not satisfied with response of the foregoing individuals, the issue may be reported to any member of the Board of

Directors. The CEO, Chair of the Board of Directors, and all members of the board of directors to whom a report of Wrongful Conduct is made are required to immediately advise the full board of directors in writing of such report of Wrongful Conduct.

#### V. Acting in Good Faith

Anyone filing a complaint of Wrongful Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates Wrongful Conduct. 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.

#### VI. Confidentiality

Reports of Wrongful Conduct or suspected Wrongful Conduct may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of Wrongful Conduct or suspected Wrongful Conduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### VII. Handling of Reported Wrongful Conduct

A representative of the board of directors will notify the sender and acknowledge receipt of the reported Wrongful Conduct or suspected Wrongful Conduct within five business days, unless such report was submitted anonymously. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

*[Adopted 11-17-09 Board Meeting]*