

# National Education Knowledge Industry Association



## **2007 Board of Directors Handbook** *Using Knowledge for a Change*

1718 Connecticut Avenue, NW  
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Washington, DC  
20009

(202) 518-0847

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Check out the most recent Handbook at  
<http://nekia.org/nekiamembers/password.html>

Revised January, 2007

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# National Education Knowledge Industry Association

1718 Connecticut Avenue, NW Suite 700  
Washington, DC 20009  
(202) 518-0847

February 2, 2007

Dear Members of the Board of Directors,

We are pleased to provide you with this handbook of reference materials for the trade association for fiscal year 2007 (December 1, 2006 to November 30, 2007). We suggest that you keep this compilation in your files for reference as we move through the year. We will post it and its revisions on the “members only” section on the NEKIA web site (<http://neki.org/nekiamembers/password.html>). We will be referring to it at each of the board meetings during the year.

This year we have an ambitious agenda for advancing public policy and providing industry leadership in the school improvement and knowledge arena. In particular, we are focusing priority attention on advocacy for an expanded portfolio of knowledge use programs and issues. This advocacy portfolio includes funding for many critical federal education programs in FY 2008, including the reauthorization of the No Child Left Behind Act, and the implementation of key school improvement provisions in the Education Sciences Reform Act and the Higher Education Act.

We are pleased to have in place an efficient, cost effective, and agile organization with a very active and talented Board of Directors and Executive Committee. Our staff and supporting consultants work hard to advance our mission and address members' needs in an increasingly complex environment.

This year has all the makings of a watershed year for the association and the knowledge industry. We are at the forefront of an emerging knowledge era of education reform in which priority policy attention is shifting to knowledge-based solutions for improving achievement and closing the achievement gaps. We look forward to working with all who want to a make a significant and sustained contribution to improving teaching and learning for all students.

Joan Herman  
2007 Co-chair

Carol Thomas  
2007 Co-chair

Jim Kohlmoos  
President and CEO

# **BOARD OF DIRECTORS**

## **2007 Board of Directors**

**Nancy Ames**  
Education Development Center,  
Inc.

**Tom Barlow**  
Pacific Resources for  
Education and Learning

**Denise Borders** (*Executive Committee*)  
Academy for Educational  
Development

**Gina Burkhardt/  
Paul Kimmelman**  
Learning Point Associates

**Christine Dwyer**  
RMC Research Corporation

**Mark Elgart/Marilynn Kulieke**  
AdvancEd

**Max McConkey** (*Executive  
Committee*)  
**Glen Harvey**  
WestEd

**Joan Herman (Co-Chair)**  
Center for Research on  
Evaluation, Standards, and  
Student Testing, UCLA

**Wesley Hoover**  
Southwest Educational  
Development Laboratory

**James Kohlmoos (President)**  
National Education Knowledge  
Industry Association

**Laura Lefkowitz**  
Mid-continent Research  
for Education and Learning

**David Monk/Kyle Peck**  
College of Education  
Penn State University

**James McPartland**  
Center for Social Organization  
of Schools,  
Johns Hopkins University

**Steve Fleischman** (*Executive  
Committee*)  
American Institutes for Research

**Doris Redfield** (*Executive  
Committee*)  
Edvantia

**Ludwig David van Broekhuizen**  
SERVE, Inc.,  
University of North Carolina  
Greensboro

**Robert “Bud” Spillane**  
CNA Education Center

**Carol Thomas (Co-Chair)**  
Northwest Regional Educational  
Laboratory

# **MEMBERSHIP**

## 2007 NEKIA Membership

Academy for Educational Development  
Washington, DC

AdvancEd  
Decatur, GA

American Institutes for Research  
Washington, DC

Center for Equity and Excellence in  
Education\*\*  
George Washington University  
Washington, DC

Center for Research on Evaluation,  
Standards and Student Testing  
UCLA, Los Angeles, CA

Center for Research in Human Development  
and Education\*\*  
Temple University  
Philadelphia, PA

Center for Social  
Organization of Schools  
The Johns Hopkins University  
Baltimore, MD

CNAC's Education Center  
The CNA Corporation  
Alexandria, VA

Collaborative for Teaching and Learning\*\*  
Louisville, KY

College of Continuing Education\*\*  
University of Oklahoma  
Norman, OK

College of Education  
Penn State University  
University Park, PA

The Education Alliance\*\*  
Brown University  
Providence, RI

Education Development Center  
Newton, MA

Edvantia (formerly AEL)  
Charleston, WV

Learning Point Associates  
Naperville, IL

Metro Center for Urban Education\*\*  
New York University  
New York, NY

Mid-Continent Research for  
Education and Learning (McREL)  
Denver, CO

National Clearinghouse for Education  
Facilities\*\*  
Washington, DC

Northwest Regional  
Educational Laboratory  
Portland, OR

Pacific Resources  
for Education and Learning  
Honolulu, HI

Reading Recovery Council of North  
America\*\*  
Worthington, Ohio

RMC Research Corporation  
Portsmouth, NH

SERRC\*\*  
Juneau, AK

SERVE  
University of North Carolina  
Greensboro, NC

Southwest Educational  
Development Laboratory (SEDL)  
Austin, TX

WestEd  
San Francisco, CA

WGBH Public Television\*\*  
Boston, MA

\*\*Affiliate Members

# **WORK PLAN**

# MISSION

(APPROVED JULY, 2005)

NEKIA's mission is to advance the development and use of knowledge-based solutions to improve schools and help all students achieve. NEKIA believes that equity and excellence should be the foundation for improving teaching and learning, which must also be fully supported by the effective use of knowledge. The association's members are committed to creating new and better approaches to knowledge use to support education programs and policies at the federal, regional, state, tribal, and local levels.

## GUIDING PRINCIPLES

(APPROVED DECEMBER 11, 2006)

### NEKIA MEMBERS:

1. *Provide leadership in transforming education to prepare young people for life, work, and citizenship in the 21<sup>st</sup> Century.* We pay special attention to students who traditionally have been underserved due to race/ethnicity, poverty, first language, disability, or other factors.
2. *Conduct and apply high quality research to identify and solve educational problems.* We are particularly concerned about finding answers to enduring dilemmas that demand new and innovative solutions.
3. *Advance research and development as the driver of change in education as it is in other arenas.* We educate policy makers, practitioners, and the general public about the need for research-based solutions to educational problems.
4. *Apply industry-accepted standards for research and evaluation methodology.* We believe that the research methods should be appropriate to the nature and scale of inquiries.
5. *Involve stakeholders in their work.* We connect with other communities and individuals that are interested in knowledge development and use, including those with new and different voices.
6. *Assure both scientific rigor and relevance.* We believe each are important in addressing educational problems and enduring dilemmas.
7. *Recognize that knowledge development is cumulative.* We believe in the frequent review of findings to confirm, build on, and refine what is currently known.
8. *Transform research into practice.* We are organizations that are flexible and adaptive to changing contexts. We design tools, programs and services that put knowledge to use.

## VISION

(APPROVED 3/20/06)

By 2010 NEKIA will establish itself as the preeminent advocacy organization for increasing support for effective approaches to knowledge use in education. As a powerful and highly influential trade association in education, NEKIA and its members will be recognized for effectively advancing rigorous standards of quality and successfully promoting knowledge use as an essential driver of innovation and improvement. Federal funding will increase significantly for a wide range of school improvement programs that require knowledge based solutions. With a diverse group of partners and collaborators, NEKIA will launch a series of policy and public affairs initiatives including conferences, symposia, and forums on knowledge use for a wide range of audiences nationwide. The federal government and other entities at all levels will use NEKIA and its members as major resource for advancing knowledge use policies and practices.

NEKIA's financial viability will be significantly strengthened through both an increase in membership and other revenue-producing activities. Increasing numbers of organizations will seek to join NEKIA's community of successful organizations and adhere to NEKIA's rigorous standards of quality. In effect, through its strong advocacy and marketing work, NEKIA will help stimulate a new era of education reform in which priority policy attention is shifted to knowledge-based solutions for improving achievement and closing the achievement gaps.

## 2007-2009 PRIORITIES, OBJECTIVES, AND STRATEGIES

(APPROVED, DECEMBER 11, 2006)

**Overall Strategy:** Transform NEKIA over a three year period timed with key political and policy dynamics (new Congressional leadership, a new Administration, reauthorizations). In 2007 focus on preparing and testing new policy, organizational and collaborative dimensions. In 2008 launch a major multi-media and multi-dimensional roll out. In 2009 focus on refinements and continued implementation of the new scheme. By 2010 we will have fulfilled our vision.

### **1. Advocacy: Dramatically expand federal support for knowledge utilization industry in line with a dynamic new vision for R&D in education**

1.1 Appropriations— Double federal investments in designated knowledge utilization programs by 2009.

- *Strategy for 2007:* Advocate for an aggregated 33% increase over 2006 in current programs.
- *Strategy for 2008:* Advocate for an aggregated 66% increase over 2006 by introducing new programs.
- *Strategy for 2009:* Advocate for an aggregated 100% increase over 2006 by introducing new programs.

1.2 Implementation --- Ensure the favorable implementation of relevant provisions in Education Sciences Reform Act (ESRA) and No Child Left behind Act (NCLB)

- *Strategy for 2007:* Focus on contractual and grants issues at the US Depart of Ed for selected programs (Comp Centers, RELs, R&D Centers, indirect cost rates) based upon Board and sector group concerns.
- *Strategy for 2008:* Evaluate and modify 2007 focus based as appropriate
- *Strategy for 2009:* same as 2008

1.3 Reauthorization --- Advance major new knowledge utilization positions in the reauthorizations of the Elementary and Secondary Education Act (ESEA), Higher Education Act (HEA), and Education Sciences Reform Act (ESRA).

- *Strategy for 2007:* Prepare specific positions for ESEA and secure Congressional sponsors; prepare specific positions for HEA. Research potential modifications for ESRA.
- *Strategy for 2008:* Prepare ESRA proposal; Make adjustments to ESEA position as appropriate; market both proposals to Presidential campaigns and members seeking re-election; reach out to the US ED for support.
- *Strategy for 2009:* same as 2008 depending upon status of each.

## **2. Leadership: Build a national consensus for a bold new vision for knowledge utilization as a central organizing concept in education reform.**

2.1 Policy Research and Development --- Create an ongoing process for generating and sharing new policies, ideas, visions for knowledge utilization

- *Strategy for 2007:* Continue to policy forums. Convene a working group inside and outside of NEKIA membership for generating ideas.
- *Strategy for 2008:* Convene a major conference and supporting infrastructure
- *Strategy for 2009:* Evaluate and modify the conference initiative as appropriate.

2.2 Branding --- Create and market a new dynamic image for the knowledge industry and NEKIA emphasizing leadership, innovation and improvement.

- *Strategy for 2007:* Research and test changes for names, tag lines, mission, principles, logo
- *Strategy for 2008:* Roll out changes in the media through coordinated campaign
- *Strategy for 2009:* Focus on establishing identity with the new Administration and 111<sup>th</sup> Congress.

2.3 Communications --- Raise national awareness about knowledge utilization, NEKIA, and its members.

- *Strategy for 2007:* Continue to convene policy forums. Plan for major conference. Research, develop, test new techniques for raising visibility in the media, through the internet, in print.
- *Strategy for 2008:* Implement a comprehensive strategy in coordination with branding process including the major conference.
- *Strategy for 2009:* Evaluate and modify techniques as needed.

2.4 Strategic Alliances — Significantly expand collaborative relationships within and outside of the education policy community nationwide

- *Strategy for 2007:* Continue to nurture relationships with key education organizations in DC. Seek tangible involvement in the major conference and policy forums.
- *Strategy for 2008:* Secure partners and sponsors for the conference
- *Strategy for 2009:* Evaluate and modify course as appropriate

### **3. Capacity: Significantly expand and strengthen NEKIA's capacity to carry out its three-year plan**

3.1 Operations — Improve cost effectiveness, efficiency, and customer service in daily office operations using state of the art web based innovations.

- *Strategy for 2007:* Focus on streamlining accounting, bookkeeping, digital storage processes using online innovations. Conduct customer service survey of members to refine services.
- *Strategy for 2008:* Build a quasi virtual office capacity with on line innovations and consultant experts
- *Strategy for 2009:* Evaluate and modify as necessary

3.2 Governance --- Implement innovative governance approaches to oversee NEKIA's work emphasizing timeliness, agility, and quality.

- *Strategy for 2007:* Research alternative governance models for Board and Executive Committee activity. Including dues and membership structures. Research changes to by-laws for NEKIA and the Center for Knowledge Use.
- *Strategy for 2008:* Implement changes in coordination with other roll out activities
- *Strategy for 2009:* Evaluate and modify as appropriate

3.3 Membership Development --- Double NEKIA's membership in three years

- *Strategy for 2007:* Continue to aggressively reach out to potential new members on target list. Test new marketing techniques including email and web advertising
- *Strategy for 2008:* Roll out new membership dimensions in line with other activities
- *Strategy for 2009:* Continue strategy.

3.4 Member Participation --- Enable greater participation of and collaboration among NEKIA members

- *Strategy for 2007:* Focus on Board meetings and retreats; test online techniques
- *Strategy for 2008:* Evaluate and modify efforts as needed
- *Strategy for 2009:* Evaluate and modify efforts as needed

3.5 Business Development --- Double revenues and diversify revenue streams (2/3-1/3 ratio dues to other) in three years h

- *Strategy for 2007:* Focus on expanding dues revenues membership base. Research other sources including sponsorships, philanthropic grants, new membership services
- *Strategy for 2008:* Focus on generating revenues from new sources. Evaluate and modify as needed
- *Strategy for 2009:* Evaluate and modify as needed

# **BUDGET**

**NEKIA**  
**Three Year Budget FY07- FY 08**  
December 2006 - November 2009

	<b>2007</b>	<b>2008</b>	<b>2009</b>
<b>Income</b>			
Center for Knowl. Use - External Sponsorships/Grants/New Services	50,000.00	100,000.00	310,000.00
Center for Knowl. Use - Annual Management Fee	25,000.00	0.00	0.00
Center for Knowl. Use- Support for Development	50,000.00	0.00	0.00
Members - Annual Dues	492,000.00	595,000.00	750,000.00
Members - Expense Reimb	36,000.00	36,000.00	36,000.00
Others - Interest Income	4,000.00	4,000.00	4,000.00
Others - Rental Income	4,666.00	0.00	0.00
<b>Total Income</b>	<b>\$ 661,666.00</b>	<b>\$ 735,000.00</b>	<b>\$ 1,100,000.00</b>
<b>Expenses</b>			
Advertising & Promo Materials	2,000.00	2,000.00	2,000.00
Bank Charges & Fees	450.00	450.00	450.00
Computers - Internet Fees	3,500.00	3,500.00	3,500.00
Computers - Service & Repairs	3,000.00	3,000.00	3,000.00
Computers - Website Maint	300.00	300.00	300.00
Consultants	42,000.00	42,000.00	42,000.00
Dues & Subscriptions	9,500.00	9,500.00	9,500.00
Entertainment & Meals	3,000.00	3,500.00	4,000.00
Equipment Leases	1,700.00	1,700.00	1,700.00
Gifts & Awards	800.00	800.00	800.00
Insurance - Business	1,000.00	1,100.00	1,200.00
Insurance - D & O	1,800.00	1,900.00	2,000.00
Insurance - Health	31,000.00	33,500.00	36,000.00
Insurance - Work Comp	1,600.00	1,700.00	1,800.00
Interest Expense	100.00	100.00	100.00
Knowledge Use Activities	75,000.00	100,000.00	460,000.00
Lobbying Fees	8,000.00	12,000.00	20,000.00
Meetings - Board of Directors	13,000.00	13,000.00	13,000.00
Meetings - Other Meetings	30,000.00	30,000.00	30,000.00
Miscellaneous	500.00	500.00	500.00
Office Supplies & Expenses	2,000.00	2,000.00	2,000.00
Payroll - Bonus	0.00	0.00	0.00
Payroll - Salaries	312,920.00	312,920.00	312,920.00
Payroll - Taxes	22,500.00	22,500.00	22,500.00
Pension Contributions	8,400.00	9,000.00	9,500.00
Postage & Delivery	1,500.00	1,500.00	1,500.00
Printing & Copying	1,000.00	1,000.00	1,000.00
Professional Development	1,500.00	1,500.00	1,500.00
Professional Fee - Accounting	20,000.00	20,000.00	20,000.00
Professional Fee - Legal	1,000.00	1,000.00	1,000.00
Professional Fee - Payroll Service	1,600.00	1,600.00	1,600.00
Professional Fee - Pension Admin	1,850.00	1,850.00	1,850.00

<b>R&amp;M - Maintenance Contract</b>	2,500.00	2,500.00	2,500.00
<b>Rent</b>	44,237.00	38,400.00	40,320.00
<b>Storage Expense</b>	1,200.00	1,200.00	1,200.00
<b>Taxes &amp; Licenses</b>	5,000.00	5,000.00	5,000.00
<b>Telephone, Fax &amp; Cellular</b>	8,500.00	8,500.00	8,500.00
<b>Travel - Local</b>	1,000.00	1,000.00	1,000.00
<b>Travel - Long Distance</b>	10,000.00	10,000.00	10,000.00
<b>Utilities</b>	700.00	8,500.00	8,500.00
<b>Total Expenses</b>	<b>\$ 675,657.00</b>	<b>\$ 710,520.00</b>	<b>\$ 1,084,240.00</b>
<b>Net Operating Income</b>	<b>-\$ 13,991.00</b>	<b>\$ 24,480.00</b>	<b>\$ 15,760.00</b>

# **2007 CALENDAR**

# FY2007 Activity Calendar

All times Eastern Time

*\*\*\*Latest revisions 11/21/06*

*Added --- Board/Executive Committee meeting in Washington DC February 6-7*

## *Activities by Category*

### Executive Committee Conference Calls (10)

December 4, 2006  
January 16<sup>th</sup>  
March 12<sup>th</sup>  
May 7<sup>th</sup>  
June 11<sup>th</sup>  
August 6<sup>th</sup>  
September 10<sup>th</sup>  
October 1<sup>st</sup>  
November 5<sup>th</sup>  
December 3<sup>rd</sup>

### Executive Committee Gatherings (4)

February 7<sup>th</sup>  
April 9<sup>th</sup>  
August 28<sup>th</sup>-29<sup>th</sup>  
October 23<sup>rd</sup>

### Board Conference Calls (9)

December 11, 2006  
January 22<sup>nd</sup>  
March 19<sup>th</sup>  
May 14<sup>th</sup>  
June 18<sup>th</sup>  
August 20<sup>th</sup>  
September 17<sup>th</sup>  
November 19<sup>th</sup>  
December 10<sup>th</sup>

### Board Gatherings (4)

*\*\*\*February 6<sup>th</sup>-7<sup>th</sup>*  
April 8<sup>th</sup>-9<sup>th</sup>  
July 9<sup>th</sup>-11<sup>th</sup>  
October 23<sup>rd</sup>-24<sup>th</sup>

**Policy Action Group Conference Calls (22)**

December 4<sup>th</sup>  
January 16<sup>th</sup> and 29<sup>th</sup>  
February 6<sup>th</sup> and 26<sup>th</sup>  
March 12<sup>th</sup> and 26<sup>th</sup>  
April 2<sup>nd</sup> and 23<sup>rd</sup>  
May 7<sup>th</sup> and 21<sup>st</sup>  
June 4<sup>th</sup> and 25<sup>th</sup>  
July 16<sup>th</sup> and 30<sup>th</sup>  
August 13<sup>th</sup>  
September 4<sup>th</sup> and 24<sup>th</sup>  
October 16<sup>th</sup> and 29<sup>th</sup>  
November 12<sup>th</sup>  
December 3<sup>rd</sup>

**Policy Action Group Gatherings (7)**

December 12-13<sup>th</sup>—Planning Meeting  
February 8<sup>th</sup>—New Members Reception  
March 21<sup>st</sup> and 22<sup>nd</sup>—Hill Days  
May 16<sup>th</sup> and 17<sup>th</sup>—Hill Days  
July 25<sup>th</sup> and 26<sup>th</sup>—Hill Days  
September 19<sup>th</sup> and 20<sup>th</sup>—Hill Days  
December 12<sup>th</sup>—Planning Meeting

### Special Interest Events

June 13<sup>th</sup> and 14<sup>th</sup>: Communicators Institute

Date TBD: REL meeting

Date TBD: Comprehensive Centers meeting

Date TBD: R&D Center meeting

Date TBD: Education Policy Forums

## December 2006

Monday, December 4<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call  
4-5 p.m. Executive Committee Conference Call

Monday, December 11<sup>th</sup>: 3-4 p.m. Board Conference Call

Tuesday, December 12-13<sup>th</sup>: PAG Planning Meeting, Washington, DC

## January, 2007

Tuesday, January 16<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call  
4-5 p.m. Executive Committee Conference Call

Monday, January 22<sup>nd</sup>: 3-4 p.m. Board Conference Call

Monday, January 29<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call

## February, 2007

Tuesday, February 6<sup>th</sup>: 5-6 p.m. President's Budget Proposal, Policy Action Group Conference Call  
*6:30-9 p.m. Board Members' Dinner, Washington, DC*

*\*\*\*Wednesday, February 7<sup>th</sup>: 9:00 a.m.-2 p.m. Board Meeting*  
*2-3:30 p.m. Executive Committee Meeting, Washington, DC*

Thursday, February 8<sup>th</sup>: New Members Reception, Washington, DC

Monday, February 26: 3-4 p.m. Policy Action Group Conference Call

## March, 2007

Monday, March 12<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call

Monday, March 12<sup>th</sup>: 4-5 p.m. Executive Committee Conference Call

Monday, March 19<sup>th</sup>: 3-4 p.m. Board Conference Call

Wednesday, March 21<sup>st</sup>- "Hill Days" Policy Action Group, Washington, DC

Thursday, March 22<sup>nd</sup>

Monday, March 26<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call

## **April, 2007**

Monday, April 2<sup>nd</sup>: 3-4 p.m. Policy Action Group Conference Call  
Sunday, April 8<sup>th</sup>: 7:15 p.m. Board Members Dinner, Chicago, IL  
Monday, April 9<sup>th</sup>: 8-9:30 a.m. Executive Committee Meeting, Chicago, IL  
9:30 a.m.-4 p.m. Board Meeting  
Monday, April 23<sup>rd</sup>: 3-4 p.m. Policy Action Group Conference Call

## **May, 2007**

Monday, May 7<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call  
4-5 p.m. Executive Committee Conference Call  
Monday, May 14<sup>th</sup>: 3-4 p.m. Board Conference Call  
Wednesday, May 16<sup>th</sup>- "Hill Days" Policy Action Group, Washington, DC  
Thursday, May 17<sup>th</sup>  
Monday, May 21<sup>st</sup>: 3-4 p.m. Policy Action Group Conference Call

## **June, 2007**

Monday, June 4<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call  
Monday, June 11<sup>th</sup>: 4-5 p.m. Executive Committee Conference Call  
Wednesday, June 13<sup>th</sup>: 10 a.m. -9 p.m. Communicators Institute, Washington DC  
Thursday, June 14<sup>th</sup>: 8 a.m.-Noon Communicators Institute, Washington DC  
Monday, June 18<sup>th</sup>: 3-4 p.m. Board Conference Call  
Monday, June 25<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call

## **July, 2007**

Monday, July 9<sup>th</sup>: Board Retreat, Location TBD  
Tuesday, July 10<sup>th</sup>: Board Retreat, Location TBD  
Wednesday, July 11<sup>th</sup>: Board Retreat, Location TBD  
Monday, July 16<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call  
Wednesday, July 25<sup>th</sup>- "Hill Days" Policy Action Group, Washington, DC  
Thursday, July 26<sup>th</sup>  
Monday, July 30<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call

## **August, 2007**

Monday, August 6<sup>th</sup>: 4-5 p.m. Executive Committee Conference Call  
Monday August 13<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call  
Monday, August 20<sup>th</sup>: 3-4 p.m. Board Conference Call  
Tuesday, August 28- : Executive Committee Meeting, Denver or Chicago  
Wednesday, August 29<sup>th</sup>

## **September, 2007**

Tuesday, September 4<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call  
Monday, September 10<sup>th</sup>: 4-5 p.m. Executive Committee Conference Call  
Monday, September 17<sup>th</sup>: 3-4 p.m. Board Conference Call  
Wednesday, September 19<sup>th</sup>- "Hill Days" Policy Action Group, Washington, DC  
Thursday, September 20<sup>th</sup>  
Thursday, September 20<sup>th</sup>: 1-4 p.m. PAG meeting during CEF day and gala  
Monday, September 24<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call

## **October, 2007**

Monday, October 1<sup>st</sup>: 4-5 p.m. Executive Committee Conference Call  
Tuesday, October 16<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call  
Tuesday, October 23<sup>rd</sup>: Noon-2:00 p.m. Executive Committee, Portsmouth, NH  
2-5 p.m. Annual Board Business Meeting  
Tuesday, October 23<sup>rd</sup>: 6-9 p.m. Board Dinner, Portsmouth, NH  
Wednesday, October 24<sup>th</sup>: 8:30 a.m.-2 p.m. Board Institute, Portsmouth, NH  
Monday, October 29<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call

## **November, 2007**

Monday, November 5<sup>th</sup>: 4-5 p.m. Executive Committee Conference Call  
Monday, November 12<sup>th</sup>: 3-4 p.m. Policy Action Group Conference Call  
Monday, November 19<sup>th</sup>: 3-4 p.m. Board Conference Call

## **December 2007**

Monday, December 3<sup>rd</sup>: 3-4 p.m. Policy Action Group  
4-5 p.m. Executive Committee Conference Call  
Monday, December 10<sup>th</sup>: 3-4 p.m. Board Conference Call  
Wednesday, December 12<sup>th</sup>: Policy Action Group Meeting, Washington, DC

# **BYLAWS AND POLICIES**

# **Bylaws of the National Education Knowledge Industry Association**

**Adopted February 26, 1997  
Amended September 24, 2002**

## **ARTICLE I - NAME AND LOCATION**

Section 1 - Name. The name of the association shall be the National Education Knowledge Industry Association ("Association").

Section 2 - Location. The principal office of the Association shall be designated by the Board of Directors. The Association may maintain additional offices at such other places as the Board of Directors may from time to time designate.

## **ARTICLE II - PURPOSE**

Section 1. The Association is organized exclusively for educational and scientific purposes to promote investment in and the use of research based products and services to enhance the quality of education for the common good. The purposes for which the Association is formed are to:

- a. define the knowledge-based education industry, develop an understanding of its competitive forces, and facilitate cooperation across the industry;
- b. establish quality standards and a code of ethics for the industry;
- c. maintain a favorable policy context so the industry can thrive and grow;
- d. develop a demand for new knowledge about all aspects of education and advocate the worth of the education knowledge-based industry;
- e. develop a demand for the industry's products and services;
- f. provide professional development programs to develop expertise specific to the industry;
- g. determine what additional research based knowledge is needed for specific education areas and develop industry specific knowledge required to meet those needs;
- h. develop industry specific knowledge required to advance the efficiency and effectiveness of the industry; and

i. any other lawful purpose consistent with the provisions of this article and which may be approved by the Board of Directors, so long as they are for purposes as described by 501(c)(6) of the Internal Revenue Code of 1954 as it may be amended, and are in compliance with the requirements of the D.C. Nonprofit Corporation Act.

### **ARTICLE III - MEMBERS**

Section 1 - Qualifications. Institutions that meet the following requirements shall be eligible for membership:

- a. Legally constituted as a partnership, corporation, public agency, or other recognized legal entity;
- b. Producer of knowledge and/or knowledge-based products and/or services that are provided in support of education;
- c. Willing for its key staff to become fully engaged in the activities of the trade association;
- d. Agree to govern its actions within the industry according to quality standards and a code of ethics promulgated by the Association; and
- e. The purpose of the institution is consistent with the mission of the Association.

Section 2 - Sustaining Members. Sustaining members shall have the power to vote. Each sustaining member shall be represented on the Board of Directors. Sustaining members shall be eligible to participate in Association activities that are provided on a fee structure set by the Board of Directors.

Section 3 - Basic Members. Basic members shall not have the power to vote and shall not designate a representative to the Board of Directors. Basic members shall be eligible to participate in Association activities that are provided on a fee structure set by the Board of Directors.

### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1 - Number and Qualifications. The affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall have at least three (3) directors and shall consist of the designee of each Sustaining Member and any other individuals as designated by a two-thirds (2/3) vote of the designees of the Sustaining Members on the Board of Directors. The Sustaining Members may, at any time, designate such other individuals to serve on the Board of Directors until the next annual

meeting of the Board of Directors. The Chief Executive Officer of each Sustaining Member shall automatically be the designee of such Sustaining Member to the Association and be a member of the Board. Such Chief Executive Officer may designate a permanent replacement as such designee and the Board Member by notice, such designation to be approved by the Board. Any Board Member may designate a substitute Board Member for any one meeting by advance letter or E-Mail to the President or Chairperson. Any Sustaining Member which does not have a Chief Executive Officer shall annually designate its Board Member. All Board Members and substitutes must have the power to vote and commit their organization. In all other respects proxy voting is not allowed.

#### Section 2 - Resignation and Removal.

- a. Resignation. Any director may resign upon written notice addressed to the Chairperson of the Board or the Secretary at the principal office and such resignation shall be effective as of the date of receipt of that written notice or at whatever future date is specified in the notice.
- b. Removal. Any member of the Board may be removed, with or without cause upon the vote of two-thirds of the entire Board membership. In the event of such removal, the Sustaining Member represented by such former Board Member shall be entitled to designate another Board Member.
- c. Vacancies. Vacancies in terms of Directors shall be filled by designation by the Sustaining Member which originally designated such Director. The Director designated to fill such a vacancy shall serve for the duration of the unexpired term.

Section 3 - Executive Director. The Board shall appoint an Executive Director who shall be the chief executive officer of the Association with the title "President". The President is accountable for the development and execution of the various plans, programs and budgets adopted by the Board. He/she may enter into and shall execute all contracts relating to, or in furtherance of the business and other affairs of the Association. He/she shall be an ex-officio member of the Board without vote, and shall serve as the Treasurer and Secretary to the Board and be responsible for maintaining the Minutes of all meetings of the Board in the permanent files of the Association and shall provide copies of the Minutes to Board Members in attendance or entitled to attend said meetings.

Further, the President shall be the official point of contact and official channel of communication between the Board, Members, and all Association staff members, and, in addition, shall be the official point of contact and channel of communication between the Association and any and all outside persons, agencies, organizations or associations. He/she shall publish whatever reports, commentaries, resolutions, position papers, or other materials the Board may from time to time dictate and shall assume such other duties or offices as the Board may from time to time delegate or designate.

Section 4 - Non-Discrimination. The Board shall remain committed to its support of all federal, state and local human rights legislation rules and regulations which have been enacted to eliminate discrimination based on race, creed, color, age, sex, religion, national origin, veteran's status, sexual orientation, or, in the case of a qualified individual with a disability (as defined by applicable law), because of the disability and will endeavor to implement such programs and procedures as are sanctioned by law to promote equal opportunity and affirmative action in the employment of qualified staff.

Section 5 - Management and Powers of the Board. The Board shall have and shall exercise all powers of then Association under its Articles of Incorporation and the laws of the District of Columbia except as otherwise provided in the Articles of Incorporation or these Bylaws and shall be responsible for the control and management of the affairs and funds of the Association. Except as otherwise specifically provided herein, the Board shall exercise its powers by majority vote of the quorum in attendance.

## **ARTICLE V - OFFICERS**

Section 1 - Eligibility. Members of the Board, as provided in Article IV, Section 1 of these Bylaws, shall be eligible to serve as officers. The President of the Association, as provided in Article IV, Section 3 shall automatically serve as the Secretary and the Treasurer.

Section 2 - Election. The officers of the Association shall be elected by the Board present at the Annual Meeting and shall serve for one year and until each qualified successor has been elected. The Executive Committee shall serve as the nominating committee and collect nominees submitted by the board members. The nominees will be placed on a secret election ballot.

Section 3 - Officers. The officers of the Association shall be a Chairperson of the Board, a Treasurer, and a Secretary. The Board may appoint such other officers, such as a Vice-Chairperson, Assistant Treasurers or Assistant Secretaries, as it may deem proper. Any officer may hold more than one office, except that the same person shall not be Chairperson and Secretary or Chairperson and Vice Chairperson. The term of office shall be until the next annual meeting of the Board and until their respective successors are elected, but any officer may be removed at any time, with or without cause, by the vote of the Board. Vacancies among the officers shall be filled by the Board at a duly constituted meeting.

Section 4 - Duties of Officers. The officers of the Association shall have such duties as generally pertain to their respective offices, as described below, as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

- a. Chairperson of the Board: The Chairperson of the Board must be a member of the Board of Directors and shall preside at all meetings of the

Board unless he/she or the Board designates another person to preside. The Chairperson of the Board shall report from time to time to the Board on long-range planning for the Association and its business and shall otherwise assist the Board as called upon from time to time. The Chairperson shall cause to be called regular and special meetings of the Board in accordance with these Bylaws. The Chairperson or the President shall sign and make all contracts and agreements in the name of the Association, as well as all notes, drafts or bills of exchange, warrants or other orders, not including checks, for the payment of money. The Chairperson or the Board may delegate the signing of such contracts to any other officer, but such delegation must be in writing and signed by the Chairperson, or by written Resolution of the Board at a duly constituted meeting. The Chairperson shall see that the books, reports, statements, and certificates required by the statutes are properly kept, made and filed according to law. The Chairperson shall perform all the duties incident to the position and office and which are required by law.

b. Secretary: The Secretary shall keep the minutes of the meetings of the Board and of any Convention of the Association in appropriate books. The Secretary shall give and serve all notices of the Association. The Secretary shall be custodian of the records and of the seal, and affix the latter when required. The Secretary shall present to the Board at its meetings all communications to the Board addressed by any officer of the Corporation. The Secretary shall attend to all correspondence and perform all the duties incident to the office of the Secretary. So long as the President is also Secretary, the Secretary shall also perform the duties of that office.

c. Treasurer: The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Association, and deposit all such funds in the name of the Association in such bank or banks, trust company or trust companies or safe deposit vaults as the Board may designate. Subject to other provisions of these Bylaws, the Treasurer shall make and endorse in the name of the Association all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the Chairperson or the Board of Directors. The Treasurer shall exhibit at all reasonable times following 30 days written notice his/her books and accounts to any Member of the Board or immediately to the Chairperson of the Board upon application at the office of the Association during business hours. The Treasurer shall render a statement of the condition of the finances of the Association at each regular meeting of the Board and at such other times as the Board shall require, and a full financial report at the Annual Meeting of the Board. The Treasurer shall keep at the office of the Association correct books of account of all its business and transactions

and such other books of account as the Board may require. The Treasurer shall do and perform all duties pertaining to the office of Treasurer.

Section 5 - Bond. The Treasurer and the Chairperson, if required by the Board, shall give to the Association such security for the faithful discharge of the duties of their offices as the Board may direct.

Section 6 - Compensation of Officers. The officers shall receive such salary or compensation as may be determined by vote of a majority of the Board.

## **ARTICLE VI - COMMITTEES**

Section 1 - Committees. With the exception of the Executive Committee or other committees whose members include two or more directors, committees that the Board or Executive Committee may create as they deem necessary and from time-to-time, shall be advisory to the Board. With the exception of any committee having two or more Board members, no such committee shall have the authority to act for or in the name of the Association, nor have any voting privileges.

Section 2 - Executive Committee. The Board may by Resolution establish an Executive Committee consisting of four or more members of the Board, including the Chairperson, the immediate past Chairperson and two other Board Members appointed by the Chairperson, which Committee shall have such powers and duties as may be delegated to it annually and from time to time by the Board. At each Board meeting, the Executive Committee shall report in writing on its activities since the last Board meeting.

Section 3 - Committee Rules. The Board may appoint such other special or standing committees as it deems advisable. No standing or special committee may adopt rules for its own governance inconsistent with these Bylaws or with rules adopted by the Association or the Board. The Board may establish any number of standing or special committees.

Section 4 - Committee Members. Unless otherwise determined in the Resolution to establish a committee, and except for the Executive Committee, the Chairperson of the Association shall appoint members to the various committees.

Section 5 - Terms of Appointment. Each member of a committee shall continue as such for the term of his or her appointment and until his or her successor is appointed, unless the committee shall be terminated or abolished, or unless such member shall cease to qualify as a member thereof. A vacancy in membership of any committee may be filled by an appointment made in the same manner provided in the case of the original appointment.

## **ARTICLE VII - MEETINGS**

Section 1 - Annual Meeting. There shall be an Annual Meeting of the Board which shall be held at a time, date and place selected by the Board, upon not less than four weeks written notice. A draft agenda for the Annual Meeting shall be sent to all Board Members not less than one week prior to the meeting, with a final agenda to be sent not less than 48 hours prior to the meeting.

Section 2 - Regular Meetings. At the Annual Board Meeting or as soon thereafter as is practicable, the Board shall establish a schedule of Regular Board Meeting dates. Notice of the time, place and date thereof and a draft agenda for the meeting shall be sent to all Members at least one week in advance, with a final agenda to be sent not less than 48 hours prior to the meeting. Regular meetings may also be held by telephone conference call.

Section 3 - Special Meetings. Special meetings may be called by the Chairperson or the Secretary for purposes to be specified in the call. Special meetings shall be called by the Chairperson or the Secretary to be held within six weeks after receipt of a petition requesting such meeting duly signed by one-fourth of the Members of the Board. Notice of all Special Meetings shall be communicated to all Members at least 24 hours in advance. Such meetings may be held by telephone conference call, in lieu of a face-to-face meeting, may be approved by unanimous written consent, or by written (including E-Mail) ballot.

Section 4 - Quorum. In any meeting of the Board a majority of all Board Members shall constitute a quorum for the transaction of any business.

Section 5 - Voting. Each Board Member, or the alternate designated pursuant to the procedure described above, in attendance at any meeting of the Board shall be entitled to one vote upon all matters requiring action.

Section 6 - Rules. The Board shall establish rules to conduct its meetings. Unless otherwise provided by a decision of the Board, the rules contained in "Robert's Rules of Order, Revised" shall apply in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and Bylaws and other rules of the Board.

Section 7 - Conventions. The Board may from time to time call a Convention of all members, Sustaining or Basic, at such places, and such times and with such agenda as it establishes. All member organizations may send such designees as they desire to any such Convention.

## **ARTICLE VIII - FINANCE**

Section 1 - Reports and Budgets. At each Annual Meeting the Board shall present a statement of financial condition of the Association and shall report on financial

operations of the preceding year and financial plans for the succeeding year. No financial obligations shall be incurred by any Officer or Member except as authorized within an annual budget, or within the annual program of work, or under authority of special interim action approved by the Board, provided that such annual budget shall take into account the Program of Work for the succeeding year.

Section 2 - Dues. At each Annual Meeting of the Board, the Executive Committee shall also submit a dues structure for the next fiscal year; a majority vote of those Board Members present shall be required for adoption. The Board may establish fees for additional services rendered to Association Members, if any.

Section 3 - Depositories. Funds of the Association shall be deposited in such banks or trust companies as the Board may from time to time decide and subject to withdrawal under the signatures of such persons as the Board may by resolution determine.

## **ARTICLE IX - MISCELLANEOUS**

Section 1 - Fiscal Year. The fiscal year of the Association shall close on November 30. The Board shall have authority to change the closing date of the Association's fiscal year.

Section 2 - Seal. The Association may have a seal of such design as the Board may adopt.

Section 3 - Books and Records. The Association shall keep at its principal office records of the proceedings of the Board, Committees and any Convention and appropriate and complete records of its finances. Any Board Member shall have the right to examine in person, or by agent or attorney, at any reasonable time or times, for any reasonable purpose the books or accounts and the records of the proceedings of the Board.

## **ARTICLE X - LIQUIDATION**

Section 1 - Distribution of Assets. Upon a liquidation or cessation of activities of the Association, the Board shall determine the manner in which the property and assets of the Association are to be distributed in accordance with paragraph three of Article ELEVENTH of the Articles of Incorporation.

## **ARTICLE XI - NOTICES**

Section 1 - Method of Notice. Whenever written notice is required to be given to any person, it may be given to such person either by sending a copy thereof through the mail or by telegram or E-Mail, charges prepaid, to his/her address supplied by him/her to the Association for the purpose of notice. If the notice is sent by mail or by telegram or E-Mail, it shall be deemed to have been given to the person entitled thereto when

deposited in the United States Postal Service or with a telegraph office for transmission to such person or by E-Mail when sent to such person's previously established E-Mail address. Such notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted.

Section 2 - Waiver of Notice. Whenever any written or other notice is required by statute or by the Articles of Incorporation or Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where he/she attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE XII - AMENDMENTS TO BYLAWS**

Section 1 - Amendments. These Bylaws may be altered, amended, or repealed at any meeting of the Board by a resolution adopted by a two-thirds majority of Board Members present, provided that any such changes have been set forth in full in the notice of such meeting mailed to Members at least two weeks in advance of the meeting.

## **ARTICLE XIII - INDEMNIFICATION**

Section 1 - Indemnification of Board Members, Employees and Agents. Any person made a party to any action, suit or proceeding, civil, administrative or criminal, by reason of the fact that such person, their testator or intestate, is or was a Board Member, officer, employee or agent of the Association or of any corporation of which such person served at the request of the Association may be indemnified by the Association, upon Resolution of the Board, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it is adjudged in such action, suit or proceeding that such Board Member, officer, employee or agent is liable for negligence or misconduct in the performance of his duties to the Association. The Board, by Resolution, may also indemnify any such Board Member, officer, employee or agent for any damages awarded in any such action, suit or proceeding if it makes a specific finding that the Board Member, officer, employee or agent believed in good faith that he or she was acting in the matter in the best interests of the Association. The Board may, but is not required to, purchase insurance to satisfy any indemnification hereunder.

## **POLICY: Policy Action Group Membership**

**Adopted February 25, 1998**

**Policy Development Process:** NEKIA operates on a two-tiered policy development system. The first tier, the **Policy Action Group**, includes primarily non-board staff members of NEKIA member institutions. The second tier is the **NEKIA Board of Directors** who are responsible for approving all NEKIA policy positions.

**Policy Action Group:** The Policy Action Group operates as the grassroots arm of the association. Individuals in the group (liaisons) are regularly briefed by mail, e-mail, fax, and telephone on government relations and policy developments. They are responsible for briefing their institutions and staff to the extent those institutions deem appropriate. The Policy Action Group regularly meets with NEKIA staff to discuss and act upon NEKIA policy positions. Liaisons are responsible for overseeing and implementing their organization's government relations activities on behalf of NEKIA. They are responsible for acting on behalf of their organization in response to NEKIA action notices.

The group discusses changes in public policy and the implications of those changes for NEKIA members. On occasions where the group and NEKIA staff deem appropriate, the Policy Action Group also may propose changes in NEKIA policy to the board. Liaisons are responsible for obtaining informal feedback on such proposals from board members. The group meets primarily by telephone.

**Designating your Policy Action Group Liaison:** An institution may appoint the Industry Group Point of Contact or another staff person to act as the Policy Action Group Liaison. In deciding who will be the Liaison, the member institution should understand and consider the requirements of the Liaisons and the need for time-sensitive meetings and action notices. Individuals who are not Policy Action Group Liaisons may participate in briefings, but the responsibilities of the Policy Action Group will rest solely with the single designee of the member organization.

**NEKIA Board of Directors:** The role of the board is policy approval, modification of policy proposals, and suggestion of new policy areas for consideration. The board fulfills this role during its regular board meetings, and on rare occasions, during emergency policy teleconferences. The board's role is to review proposals put forth by staff and the Policy Action Group and then approve or modify and approve the positions of the organization. NEKIA staff, and to a lesser extent the Policy Action Group, are responsible for presenting to the board policy proposals. Depending on the subject matter and the preferences of the board, these proposals could be detailed policy initiatives and legislative language, or they could be general policy ideas for which the board must determine its opinions. In any event, it would be the responsibility of the board to approve official NEKIA positions on policy matters.

## **POLICY: Responsibilities of the Board of Directors**

**First considered 1999-2000  
Adopted, September 2002**

1. Responsibilities of the Board of Directors. The Board of Directors has the sole responsibility for the governance of the non-profit corporation within the framework of its own Articles of Incorporation. All corporate powers shall be exercised by or under the authority of the NEKIA Board of Directors, except as otherwise provided in the Articles of Incorporation or in the Bylaws. The Board shall be responsible for:

(a) Corporate affairs including:

1. Corporation organization and reorganization the under the terms of the initial Articles of Incorporation, including selection of members of the Executive Committee and electing officers;
2. Establishment, maintenance, and revision the Bylaws and administrative policies of NEKIA;
3. Appointment of Board members in accordance with the Bylaws;
4. Evaluation of the operation of the Board of Directors, including the review of management initiatives and corporate performance;
5. Conduct of NEKIA business at regular or special meetings of the Board;
6. Selection, employment, evaluation, and replacement of the NEKIA President; and
7. Informing the public of the roles and functions of NEKIA; and

(b) Business administration including:

1. Approval, review, and updating of NEKIA's long-term strategic and annual business plans and other programs designated by the Board;
2. Approval of the annual opening budget and periodic review of corporate financial practices and results;
3. Review of all contracts or transactions over \$10,000; and
4. Approval of leases of space and other major, long-term financial obligations.

2. Obligations of Individual Board Members. In addition to those roles and responsibilities of the Board of Directors as a body, each individual member of the Board, by assuming office, acknowledges and accepts other personal obligations, including:

(a) Loyalty. Each Board member acknowledges the best interest of the corporation and its members must prevail over any individual interests.

(b) Conflict of Interest. Where the Board member has a personal interest in a contract or transaction to which NEKIA is to be a party, either directly or indirectly, the Board member should disclose the existence of such interest, describe the nature thereof, and abstain from acting thereon. Such contracts or transactions shall be either void or voidable because of this relationship or interest. Personal interest includes that of the member's relatives, to include spouse, parents, siblings, children, or grandchildren, consanguinal or affinal.

- (c) Fairness. When conflicting interests are present, the Board member must be concerned that fairness be afforded to all parties.
- (d) Corporate Opportunity. When an opportunity to acquire business, property, license, patents, or inventions comes to the Board member as a result of affiliation with NEKIA, that opportunity must first be presented to NEKIA, except where such opportunity arises directly from another NEKIA member.
- (e) Confidentiality. The Board member shall deal in confidence with all matters involving NEKIA until such time as there has been general public disclosure or there is a public record.
- (f) Care. The Board member has a responsibility to act carefully in monitoring and directing the activities of corporate management. The Board member shall perform the duties as a member of the Board of Directors, including duties as a member of any committee of the Board, in good faith, and in a manner believed to be in the best interest of NEKIA.
- (g) Participation. The Board member has a responsibility to participate actively in the oversight of NEKIA's activities through meeting attendance, reviewing the adequacy of information, reviewing documentation, monitoring delegated activities, and participation on Board committees and task forces.
- (h) Reliability. The Board member is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared and presented by officers or employees of NEKIA; counsel, public accountants or others with professional or expert competence; or a committee of the Board duly designated in the Articles of Incorporation or the Bylaws in which the director is not a member. The Board member shall not be considered to be acting in good faith if there is knowledge concerning a matter in question that would cause such reliance to be unwarranted.
- (i) Delegation. The Board member may join with peers in delegation of authority to officers, employees or agents of NEKIA, or to a committee of the Board subject to certain non-delegable functions reserved for the full Board as specified in the Articles of Incorporation or Bylaws of NEKIA.
- (j) Nondiscrimination. Each Board member shall remain committed to support all federal, state and local human rights legislation rules and regulations which have been enacted to eliminate discrimination based on race, creed, color, age, sex, religion, national origin, veteran's status, sexual orientation, or disability status (as defined by applicable law), and will endeavor to implement such programs and procedures as are sanctioned by law to promote equal opportunity and affirmative action in the employment of qualified staff.

## **POLICY: Duties of the Executive Committee**

**First Adopted September 11, 2000  
Revised, September 2002 and June 2005**

### **A. Composition**

The Executive Committee (EC) shall be composed of the NEKIA Officers (the Chairperson and Secretary/Treasurer), the Immediate Past Chairperson of NEKIA, the Chair-Elect, and two at-large members of the Board of Directors.

### **B. Primary Responsibilities**

1. Act on behalf of the Board of Directors between meetings as appropriate and needed;
2. Provide consultation to the NEKIA President when time constraints preclude a broader involvement;
3. Provide an informal advisory role to the NEKIA President on operational matters as requested;
4. Conduct the NEKIA President's annual performance review and provide recommendations to the full Board of Directors for consideration and action; and
5. Provide monthly review of NEKIA financial statements on behalf of the Board of Directors.
6. Approve and select NEKIA's auditor; develop an independent relationship with the auditor; review of the arrangements, scope and plan for the audit; consider comments from the independent auditor including those with respect to weaknesses in internal accounting controls and the consideration given to such comments, or corrective action taken by management; discuss matters of concern relating to NEKIA's financial statements or other results of the audit; review internal accounting procedures and controls with NEKIA staff; and other relevant additional duties that may be assigned by the Board.

### **C. Selection of At-Large Board Members**

The two at-large members of the EC shall be appointed by the incoming chair and approved by the board at the annual meeting. The chair shall have the authority to fill vacancies as they occur between elections.

## POLICY: COMMUNICATORS GROUP

**Adopted September, 2002**

**Purpose:** To establish a working group composed of communications specialists from NEKIA member organizations focusing on coming communications issues, strategies and concerns.

**Background:** In May of 2002 NEKIA convened an informal meeting of communications specialists from member organizations to participate in professional development activities as well as to share common issues and information. At this meeting, NEKIA staff and the meeting participants agreed that it would be highly beneficial to continue to share information and ideas on an on-going basis. The plan to do so follows.

- **Purpose:** Help build/enhance communications expertise and capacity in member organizations; develop common messages and strategies as appropriate throughout NEKIA network.
- **Composition:** NEKIA will invite all members to register at least one of its staff on the Working Group.
- **Annual Gathering:** The group will meet formally one time per year.
- **Steering Committee:** A five-person voluntary steering committee will be convened by NEKIA staff to develop an agenda for the annual gathering and for year long activities. The agenda could be two-pronged:
  - 1) Sharing and skill-building communications activities to benefit participating member organizations.
  - 2) A communication activity/project to benefit the association. (The annual meeting might include a forum for choosing a project that fits the needs of the association, is doable, can garner support (budgetary and otherwise) from participating members, and subsequent development of a work plan.)
- **Listserv:** Maintain a listserv and occasionally facilitate discussions through it and through NEKIA's web-based community forum.
- **Quarterly conference call:** Convene a quarterly conference call for information sharing
- **Dissemination:** Consider using the network of communicators to disseminate NEKIA-wide position statements and op-eds.
- **Future activities:** Explore specific doable projects for the second year.
- **Evaluation:** Evaluate the effectiveness and cost benefit of the group at the end of each year to determine continuation or modification.

## **POLICY: SHARED BOARD REPRESENTATION**

**Adopted September, 2002**

**Purpose:** To authorize a sustaining member of NEKIA to have more than one regular participant/representative in Board activities including Board meetings and conference calls while maintaining a one-vote –per-sustaining-member policy.

**Background:** In 2000 the Board authorized a sustaining member to have two representatives participate in Board activities. The sustaining member continued to have one vote only on the Board. Other sustaining members may also want to exercise a similar option under special circumstances. This policy provides for a process to allow sustaining members to have a shared representation on the Board.

**Shared representation:** Two representatives from the same sustaining member organization may participate in all Board activities including Board meetings and conference calls.

**One Vote per organization:** The Sustaining member will continue to have one vote in Board decision making matters

**One primary spokesperson/voter :** One of the representatives is to be designated as the primary spokesperson and voter.

**Process for approval:** The sustaining member submits its request for shared representation to the Executive Committee for its approval for a designated period of time. Upon approval, the Executive Committee will inform the rest of the Board.

**Grandfather clause:** The shared representation in effect at the time of the approval of this policy shall continue indefinitely.

# PROCEDURE: INFORMATION DISSEMINATION

**First Adopted February, 1998  
Revised, September, 2002**

## **Background:**

With increasing size of the NEKIA board of directors, membership, and functioning subgroups, NEKIA faces the dilemma of how best to distribute information to individuals desiring that information, while eliminating the staff work and cost inherent in redundancy. To solve this dilemma, the following practices will govern the distribution of information from NEKIA to its members:

## **Board Books and Notices of Meetings**

In general, each sustaining member CEO, or their board designee, shall receive a copy of board materials for each board meeting. CEOs and designees may share such materials with other staff within their organization as they deem appropriate. Other individuals appointed to the board of directors, such as representatives of groups of basic members, shall receive the same board materials as those received by other members of the board. Board members are asked not to make sensitive board book materials available to non-board member staff within their organizations. Notices of meetings will be sent via e-mail to all CEOs and their designees.

## **Industry Group Materials**

Materials generated for or by particular industry groups shall only be available to the member of organizations that are members of the group. An exception to this provision shall exist for industry group materials on which board approval is sought, such as when an industry group desires that its position become the position of NEKIA.

## **Task Force Materials**

Information for board task forces and other subgroups shall be available to all members of the board, but shall only be distributed to non-task force members when requested by that member.

## **Public Policy Updates**

Written public policy updates shall be mailed, e-mailed, or faxed to designated policy action group members. If a sustaining or basic member desires to have e-mailed materials delivered to other individuals within their organization, those individuals will be included in any electronic distribution. Those members desiring distribution by mail or fax shall do so by their own internal distribution channels. An exception shall exist for limited numbers of individuals for each member where that member is located a substantial physical distance from the policy action group of the materials. In such cases, NEKIA shall mail and fax the materials to those individuals as well.

# PROCEDURE: ANNUAL MEETING AGENDA ITEMS

**Adopted September, 2002**

**Purpose:** To clarify the “annual” issues that need to be addressed at the Annual Meeting of the Board and to ensure consistency and continuity in the implementation of these decisions and from year to year.

**Background:** As indicated in Article VII, Section 1, each year the Board is required to convene an Annual Meeting. In various other sections of the Bylaws, there are requirements as well as suggestions regarding the issues that should be addressed during the Annual Meeting. There has been some confusion over which “annual” issues should be addressed and when to address them. To ensure consistency and continuity from year to year, the Board agrees that a standard set of decisions and issues should be addressed at the Annual Meeting as follows:

## **Issues requiring Board decisions**

- Election of the Chair-elect from nominations presented by the Executive Committee.
- Approval of Board representatives for the industry groups submitted by each industry group.
- Approval of the Executive Committee at-large members submitted by the in-coming Chair
- Approval of “shared” Board representatives submitted by sustaining members
- Approval of the annual operating budget, including the dues and fee schedule and staff compensation submitted by the Executive Committee
- Approval of the Annual Work plan submitted by the NEKIA staff

## **Issues requiring annual Board review and oversight**

- Evaluation of annual work plan performance
- Statement of financial performance.
- Executive performance appraisal
- Evaluation of working groups, task forces, etc such as the Communicators Group

# **POLICY: Investment of NEKIA Funds**

Approved by the Board of Directors, **June 20, 2005**

## **Purpose**

The purpose of this statement is to set forth the policy and operational factors governing the investment management of various operating balances of NEKIA herein referred to as the “*Portfolio*”.

## **Objective**

The primary investment objectives of this Portfolio are to:

- Ensure the safety of investment principal
- Provide for liquidity
- Maximize the yield (i.e., income and growth) of the investments

A secondary objective is to structure maturities so that known cash needs are met on a periodic basis, or as requested by management and/or the Board or as projected through the budget process.

## **Eligible Investments**

### *Short Term Investments*

- Deposits in Federally insured institutions up to the federally insured amount.
- Money Market Funds for temporary investment needs (rated AA or better)
- Certificates of Deposit in Federally insured institutions up to the Federally insured limits
- Purchase or Repurchase agreements (i.e., overnights)
- Commercial Paper (with A-1 ratings)
- US Treasury Bills and US Treasury Notes

### *Long Term Investments*

- Income, growth and income and growth funds may be selected for investment among reputable and actively traded fund families such as Vanguard, T. Rowe Price, Fidelity, Franklin Templeton, etc. Investment in socially responsible funds, such as the Domini Social Equity Fund, is preferred. [It should be noted that the funds named are meant only as examples. The funds that should be considered are those with the highest ratings with average to below-average risk and average to above-average yield.]

## **Maturity Constraints**

Investment maturities may be structured to provide for periodic liquidity needs. Individual security classes shall be limited as follows:

- A rolling ladder of Commercial paper, Certificates of Deposit and US interests to allow NEKIA to constantly have dollars coming available to meet organizational needs and to allow NEKIA to capture the best interest or returns available in the marketplace.
- Other securities will be limited to investments that may be readily converted to cash.

## **Implementation**

The President has the authority and responsibility for the investments and for insuring that this policy is followed. As the Treasurer of the Board of Directors of NEKIA, the President will be available for consultation and will ensure that any investments that may be considered a change in this investment policy are formally presented to the Board prior to any such investment being made.

Investments to establish accounts may be made by telephone, computer or in writing. All investments to non-established accounts must have the written approval of the Board of Directors before implementation.

### *Guidelines for Implementation*

- In developing investment strategies, the President shall take into consideration NEKIA's cash-flow to ensure that the association has access to liquidity for continued operation over a period of 6 months.
- Net proceeds/surplus funds from a particular year's operations shall be established in a reserve account. Establishing a goal for the amount of the reserve account will be part of the yearly budget planning process.

# POLICY: Whistleblower Policy

Approved by the Board of Directors, **June 20, 2005**

## **Purpose**

NEKIA is committed to high standards of ethical, moral and legal business conduct. In line with this commitment, and NEKIA's commitment to open communication, this policy aims to provide an avenue for employees to raise concerns and reassurance that they will be protected from reprisals or victimization for whistleblowing.

This whistleblowing policy is intended to cover protections for you if you raise concerns regarding NEKIA, such as concerns regarding:

- incorrect financial reporting;
- unlawful activity;
- activities that are not in line with NEKIA policy, as described in NEKIA's employee manual; or
- activities, which otherwise amount to serious improper conduct.

## **Safeguards**

*Harassment or Victimization* - Harassment or victimization for reporting concerns under this policy will not be tolerated.

*Confidentiality* - Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality.

*Anonymous Allegations* - This policy encourages employees to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will be explored appropriately, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

*Bad Faith Allegations* - Allegations in bad faith may result in disciplinary action.

## **Procedure: 1. Process for Raising a Concern**

*Reporting*- The whistleblowing procedure is intended to be used for serious and sensitive issues. Such concerns, including those relating to financial reporting, unethical or illegal conduct, may be reported directly to the Chair-Elect of NEKIA.

*Timing* - The earlier a concern is expressed, the easier it is to take action.

*Evidence* - Although the employee is not expected to prove the truth of an allegation, the employee should be able to demonstrate to the person contacted that the report is being made in good faith.

**Procedure: 2. How the Report of Concern Will be Handled**

The action taken by NEKIA in response to a report of concern under this policy will depend on the nature of the concern. The Executive Committee of the NEKIA Board of Directors shall receive information on each report of concern and follow-up information on actions taken.

*Initial Inquiries* - Initial inquiries will be made to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved without the need for investigation.

*Further Information* -The amount of contact between the complainant and the person or persons investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from or provided to the person reporting the concern.

# **POLICY: Dues Collection**

Approved by the Board of Directors, **June 20, 2005**

At the Annual Meeting of the Board of Directors each November, the Executive Committee shall also submit a dues structure for the next fiscal year; a majority vote of those Board Members present shall be required for adoption.

NEKIA shall send dues invoices to the membership on December 1, the beginning of the association's fiscal year. Invoice terms will be net 60 days. NEKIA's Administrative Manager shall inform the Executive Committee of invoices that remain unpaid after 90 days, and of efforts to collect all unpaid balances. The Executive Committee, in consultation with the President and Administrative Manager, will determine when an outstanding balance is uncollectible and should be written off.

## **Alternative Payment Schedules**

Under exceptional circumstances, NEKIA's President will consider requests by the Board Member of an organization to pay the annual dues amount on an alternative schedule (e.g., a quarterly installment plan).