

National Mobility Equipment Dealers Association

Volunteer Governance Policy and Process Manual



**NATIONAL MOBILITY
EQUIPMENT DEALERS
ASSOCIATION**

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**National Mobility Equipment Dealers Association
VOLUNTEER GOVERNANCE POLICY AND PROCESS MANUAL**

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FOREWORD

This document is designed to help shape NMEDA's culture and ensure compliance with the association's governing documents and applicable legal rules and regulations. By establishing clear and concise best practices and protocols that are periodically reviewed and updated as appropriate, this manual seeks to establish a strong foundation for the success of NMEDA's board, volunteer leadership, membership, and staff as we collectively advance the association's mission.

**ASSOCIATION ANTITRUST COMPLIANCE POLICIES AND
PROCEDURES**

It shall be the policy of NMEDA to be in strict compliance with all Federal and State Antitrust laws, rules, and regulations. Therefore:

1. These policies and procedures apply to all membership, board, committee and other meetings sponsored/sanctioned by NMEDA, and to all meetings attended by representatives of NMEDA as well as all official written and electronic correspondences.
2. Discussions of prices or price levels are prohibited. In addition, no discussion is permitted of any elements of a company's operations which might influence price such as:
 - a. Cost of operations, supplies, labor or services;
 - b. Allowance for discounts;
 - c. Terms of sale including credit arrangements; and,
 - d. Profit margins and mark up, provided this limitation shall not extend to discussions or methods of operations, maintenance, and similar matters in which cost or efficiency is merely incidental.
3. It is a violation of Antitrust laws to agree not to compete, therefore, discussions of division of territories or customers or limitations on the nature of business carried on or products sold are not permitted.
4. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about blacklisting or unfavorable reports about particular companies including their financial situation.
5. It is NMEDA's policy that in all meetings attended by representatives of NMEDA where discussion appears to be bordering on an area of antitrust sensitivity, NMEDA's representative shall request that the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If others continue such discussion, NMEDA's representative should excuse himself/herself

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from the meeting and request that the minutes show that he/she left the meeting at that point and why he/she left. Any such instances should be reported immediately to the President and the CEO of NMEDA.

6. It is NMEDA's policy that a copy of these Antitrust Compliance Policies and Procedures be given to each officer, director, committee member, official representative of member companies and NMEDA employees annually and that the same be read or understood at all meetings of the membership of NMEDA.

GUIDELINES FOR SERVING ON THE BOARD OF DIRECTORS

1. **Knowledge** – Studying the Bylaws and this Governance Manual will help you gain a clear picture of your work within the framework of NMEDA. This manual is designed to give a more detailed outline of the duties of the Board Members and Committee Chairpersons. The Bylaws are the governing authority at all times.
2. **Attendance** – Required attendance at BOTH the Board Meetings and Committee Meetings is vital for NMEDA to continue to grow and meet the needs of its members. The Bylaws state that Board members missing three (3) consecutive meetings will be faced with removal.
3. **Consent Agenda/Committee Reports** – The NMEDA staff will create and send a consent agenda that outlines committee activities that have taken place since the previous board meeting to each Board member before the Board meeting. To control the time required for reports, Board members should read them prior to the meeting.
4. **Committee Recommendations** –All motions or recommendations from committees to the Board will be brought for consideration at the first Board Meeting following the receipt of said recommendations.
5. **Agendas** – The President or Committee Chairperson in concordance with the NMEDA staff liaison will have an agenda distributed for any Board Meeting and/or Committee Meeting no later than five (5) days prior to the meeting start date.
6. **Conflict of Interest** – Board and Committee members must avoid conflicts of interest (i.e. situations in which the Board or Committee member, their family members, and/or his/her business associates may realize a gain because of the Board or Committee member's action). In such situations, a Board or Committee member must disclose the conflict or potential conflict of interest and abstain from voting on the matter.
7. **Correspondence** – All official NMEDA correspondence is issued from the NMEDA office only and must have been approved/reviewed by the NMEDA President or the NMEDA CEO. This includes surveys or communications that are distributed by any committee.

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- 8. NMEDA Spokesperson** – Only the NMEDA President, the NMEDA CEO, or an individual designated by the CEO or the Board of Directors may speak on behalf of NMEDA.

THE EXECUTIVE BOARD

The Executive Board is composed of the elected officers of the organization: President, Vice-President, Secretary, Treasurer (non-voting), Immediate Past President, and CEO (non-voting).

The President shall serve as Chairperson of the Executive Board.

The Executive Board guides the organization as needed in the intervals between meetings of the Board of Directors. They may exercise all the powers of the Board that may lawfully be delegated in the management of the affairs of the Corporation, or such lesser powers as may be specified from time-to-time by vote of the directors.

It shall meet at the call of the Chairperson or at the request of the majority of the Executive Board.

The Executive Board shall report all its actions to the Board at or before the next Board of Directors meeting. All actions of the Executive Board shall be subject to review by the Board of Directors.

A majority of the Executive Board shall constitute a quorum. An affirmative vote of a majority of Executive Board members in attendance is required to approve any item under consideration.

THE BOARD OF DIRECTORS

NMEDA's Board of Directors is made up of five Officers (President, Vice-President, Secretary, Treasurer and Immediate Past President), four at large Representatives two Manufacturer Representatives, a Canadian Representative, an Allied Health Representative and one Education/Government/Nonprofit Representative. Directors shall serve for a term of two years. No director may serve more than two successive elected terms on the Board of Directors in the same position.

The Board of Directors is responsible for conducting the general business of the organization through monthly meetings and through participation with NMEDA's committees. The NMEDA staff provides support to the Board and carries out association operations under the direction of the CEO.

Only the NMEDA President and the CEO may speak on behalf of the association unless otherwise directed to do so by the President or Board of Directors. When providing a professional opinion in a public forum, a Board or staff member must make it clear to the audience that he/she is speaking only on his/her own behalf and not on behalf of NMEDA,

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NMEDA's Board of Directors, or the adaptive transportation equipment industry in general.

General duties of the Board of Directors are to:

- (a) Adopt a budget for the year.
- (b) Perform a financial review of the preceding year's records.
- (c) Review proposed amendments to the Bylaws.
- (d) Participate as the designated Board representative to their assigned committee.
- (g) Attend and participate in NMEDA board meetings
- (i) Assist in encouraging membership growth of NMEDA.

PRESIDENT'S RESPONSIBILITIES

The President is the principal volunteer executive officer of the Association, and in general, supervises the business and affairs of the Association under the direction of the Board of Directors and in conjunction with the NMEDA CEO. The President has the responsibility for providing effective leadership and for coordinating policy-making functions and the activities of the association. The President is responsible for seeing that all the Association objectives are carried out from initial planning to completion.

The President of NMEDA shall:

- 1. Have an understanding of the NMEDA Bylaws and Roberts Rules of Order.
- 2. Have a prepared agenda five (5) days prior to all Board Meetings. This agenda will be provided to the remainder of the Board prior to any scheduled meeting.
- 3. Chair all Executive Board and regular Board Meetings.
- 4. Keep the Vice-President informed on all information concerning the association, so the Vice-President can conduct the meetings in the absence of the President.
- 5. Conduct the General Sessions at the Annual Conference.
- 6. Shall be an ex-officio member of all committees by virtue of serving as President, with the exception of the Nomination Committee.
- 7. Notify NMEDA Headquarters of the recipient of the President's Award, at least 45 days before the annual conference.

VICE-PRESIDENT'S RESPONSIBILITIES

The Vice-President of NMEDA shall:

- 1. Have an understanding of the NMEDA Bylaws and Roberts Rules of Order.
- 2. Be kept informed of the actions of the committees.
- 3. Conduct Board meetings in the absence of the President.
- 4. Be the Board Representative to a designated committee.

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SECRETARY'S RESPONSIBILITIES

The Secretary of NMEDA shall:

1. Have knowledge of NMEDA Bylaws and Roberts Rules of Order.
2. Keep records and minutes of all proceedings of the association.
3. Work with NMEDA's Headquarters to ensure that the CEO and/or staff members perform proper record keeping.
4. Conduct Board meetings in the absence of the President and Vice-President.
5. Be the Board Representative of a designated committee.

TREASURER'S RESPONSIBILITIES

The Treasurer of NMEDA shall:

1. Have knowledge of NMEDA Bylaws and Roberts Rules of Order.
2. Be in charge of all financial records during the term of office.
3. Work with NMEDA's headquarters to insure the keeping of proper financial records.
4. Give a Treasurer's Report at least quarterly at a Board Meeting. Serve as the Financial Committee Chairperson.
5. Report to the Board of Directors any recommendations of the committee, to be voted on at the following Board Meeting.

INDUSTRY REPRESENTATIVE MEMBER RESPONSIBILITIES

The Associate Board Member shall:

1. Have knowledge of NMEDA Bylaws and Roberts Rules of Order.
2. Be in contact with the manufacturer/supplier members and report back to the Board concerns and/or issues that need to be presented on behalf of the manufacturer/supplier members.
3. Be the Board Representative of a designated committee. The Associate Board Member will select a chairperson for this committee and assist the chairperson in finding members for the committee.
4. Bring to the Board of Directors a one-page written report on the recommendations of the committee, to be voted on at the following Board Meeting. This report must be submitted 10 days prior to the Board Meeting.
5. Assist in encouraging membership among the manufacturer/supplier members, to continue the growth of NMEDA.

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**AT-LARGE/ ALLIED HEALTH/ EDUCATION/ NONPROFIT
REPRESENTATIVES**

These Representatives shall:

1. Have knowledge of NMEDA Bylaws and Roberts Rules of Order.
2. Be the Board Representative of a designated committee, responsible for selecting a chairperson for the committee and assisting the chairperson in finding members for the committee.
3. Bring to the Board of Directors a one-page written report on the recommendations of the committee, to be voted on at the following Board Meeting. This report must be submitted 10 days prior to the Board Meeting.
4. Assist in encouraging membership growth of NMEDA.

NMEDA NEWS

This publication is produced quarterly for the NMEDA membership to inform members about industry news.

-Membership dues include a year's subscription to NMEDA NEWS.

DEADLINE: Anyone can submit articles to the magazine. One board member is chosen each quarter to submit an article as part of their responsibilities. The deadline is the first day of the first month of each quarter.

Jan 1

April 1

July 1

October 1

Reoccurring Articles: Each issue includes a message from the NMEDA CEO, a message from a board member, A message from a Canadian board member, an article on QAP, and an update in either education or government relations, and an industry advisory update. Each issue also includes a Mobility My Way piece about an end user in the industry.

CHOOSING COMMITTEE CHAIRS

An effective committee requires an effective chairperson.

While your committee may be composed of willing, able, and dedicated individuals, it is the responsibility of the chair to ensure that the committee's objectives are met in a timely fashion – and that those objectives continue to serve the best interest of your organization.

The duties of a committee chair include:

1. Working with the Board Representative and other key association staff to enact the committee's goals and strategies as designated by the Board of Directors.

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2. Leading committee meetings – fostering discussion, creative thinking, analysis, and implementation of strategies to meet goals.
3. Motivating committee members to take action and follow up on their efforts.

Because the chair plays such a critical role in completing the work you delegate to the committee, it is important to review the qualifications of your candidates carefully. Examining the professional history of a candidate can provide useful information about the candidate's ability to serve as an effective chair.

Candidates should have:

1. The ability to communicate effectively and concisely.
2. The willingness to listen to (and acknowledge) others' feelings.
3. The leadership qualities that motivate people to action.
4. The enthusiasm necessary to take initiative and accept responsibility.
5. The vision to be able to keep the committee's work in line with the goals of NMEDA.
6. Knowledge of the area that the committee will address.

Finally, be sure to allow yourself enough time to conduct a thorough search. Although choosing a chairperson can be time consuming, it is the only way to ensure that the committee you create will be able to achieve its intended purpose.

COMMITTEE CHAIRPERSON RESPONSIBILITIES

The committees of NMEDA have an important role in assuring NMEDA's growth and continued success. Each committee must have a chairperson.

Some members would like to serve in this capacity but may be unsure of the responsibilities of a committee chairperson. Most of the committee meetings are informal. However, the chairperson should be aware of the following points:

1. A NMEDA staff member will be assigned to your committee to perform the following duties:
 - a. Set up video conference calls.
 - b. E-mail information from the Committee Chairperson.
 - c. Take, develop, and distribute minutes.
 - d. Do mailings for the committee.
 - e. Compile information requested.
 - f. Distribute the meeting agenda and materials at least five (5) days in advance of the meeting.
 - g. Attend committee meetings.
2. The remainder of committee members are selected with the assistance of the Board Representative and NMEDA staff member.
3. There is a need to schedule meetings for the year (i.e., monthly, quarterly, bi-monthly, or establish meetings on an "as needed" basis.)
4. The chairperson shall approve an agenda, which shall be developed with the assistance of the assigned staff member.

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5. It is important to follow the 'Order of Business' that is covered in this manual under same topic.
6. Meetings are conducted under the informal outline below. In the event the chair determines a more formal governance is necessary, Roberts Rules Of Order will prevail.
 - a. **Call to Order** – an absolute MUST
 - b. **Call Roll** – this establishes that the quorum is present (without a quorum no motions can be made).
 - c. **Meeting Minutes** – MUST be approved. The following steps should be followed: 1) Ask if there are any corrections; IF NO corrections- STATE, "If there are no corrections, the minutes approved as presented." 2) IF CORRECTIONS, STATE, "If there are no further corrections, the minutes stand approved as corrected."
 - d. **Business** – You must follow the agenda. If there is a motion made under any of the points of business, as chairperson you will need to say, "There is a motion (and a second, if motion has a second) to ... Is there any more discussion on this?" At this point, committee members should speak their mind. If there is to discussion, the chairperson should say, "we have a motion of (repeat the motion) and a second, all in favor aye, opposed say no, are there any abstentions?" If there is no second, the chairperson should say, "having no second, the chair doesn't recognize the motion."
 - e. **Adjournment** – After asking for any other items of business and hearing none, the chair may adjourn the meeting.
 - f. **Recommendations** – Committees can approve a recommendation to be presented to the Board of Directors. Without the approval of the Board, the Committee cannot act on the recommendation.

COMMITTEES DUTIES AND RESPONSIBILITIES

Committees are essential tools for accomplishing strategic plan objectives. Any committee and its members should function for the best interest of the association, its growth and well-being. The below section gives the committee members, the chairperson, and the Board Representative some guidance on the performance of their duties.

Every committee shall:

1. Have a NMEDA staff member assigned as the committee liaison.
2. Have a minimum of three (3) members, with, in general, a maximum of ten (10).
3. Have an application and selection process that involves the chair, board rep and staff liaison
4. Have all meetings set up through the NMEDA office.
5. Required attendance at Committee meetings is vital for NMEDA to continue to grow and meet the needs of its members. Committee members missing three consecutive meetings will be faced with removal.
6. Have the Chairperson conduct the meeting. Be aware of the following instructions for the chairperson, who shall be responsible for:

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- a. Establishing the presence of a quorum (50% plus one (1) of the members of committee must be present). If a quorum is not achieved, official business may not be conducted, meeting proceedings are captured as notes.
- b. Advising anyone wishing to speak to be sure to state his or her name before talking.
- c. Making members aware the chairperson can make a motion, second a motion and vote.
- d. Advising the committee that a committee can make a recommendation to the Board of Directors for action or approval. However, a committee CANNOT take action without first receiving the approval of the Board.
- e. Having the Board Representative take all recommendations to the Board in a written recommendation and report back to the committee the actions of the Board.
- f. Having the committee correct, amend, and approve the previous meeting minutes.
- g. Approving guests and/or non NMEDA members to participate in committee discussions without having a right to vote.

GENERAL INFORMATION FOR COMMITTEE MEETINGS

QUORUM	-is 50% plus one (1) of committee members.
MOTION	-can be made by any committee member.
SECOND	-any member can second a motion
DISCUSSION	-all members of the committee can discuss the issue at hand, and
MINUTES	-the minutes of the previous meeting MUST be voted on and approved with the corrections, additions, or amendments.

FINANCE COMMITTEE

The Finance Committee oversees the treasury of the organization, as well as its financial instruments, budget, controls, and reports. NMEDA will furnish the Finance Committee Chairperson with copies of the quarterly financial report, from which the Chairperson will submit a supplement to the current budget. The budget and all supplements will be presented to the Board of Directors, with a recommendation for action.

The Treasurer (serving as Finance Committee Chair) will submit any changes and/or supplements to the annual budget from the Finance Committee to the Board of Directors for approval on a timely basis.

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MEDIATION COMMITTEE

The Mediation Committee is the oversight body that governs the mediation process under the direction and approval of the Board of Directors. See NMEDA website for the most current Board of Director approved Mediation Policy & Process.

NOMINATIONS COMMITTEE

The Nominations Committee reviews recommendations of individuals who are qualified and willing to serve on the Board of Directors. It ensures that the organization continues to operate smoothly during transitions of the organizations elected officials.

The Committee will work with NMEDA Headquarters in assuring that communications to all members gives anyone who would like to serve on the Board the privilege of being nominated. The Committee will then work with NMEDA Headquarters in preparing a ballot to be distributed to the voting members of NMEDA.

The Nominations Committee will be under the direction of a Board member (who is not up for re-election or the President). The Board member will submit a list of nominees from the Nominations Committee to the Board of Directors for approval on a timely basis.

INDUSTRY AND PUBLIC RELATIONS COMMITTEE

The Industry and Public Relations Committee oversees the strategy and execution of NMEDA's 360 partner programs and all non-member marketing and communications programs to targeted audiences. The targeted audiences of the organization are generally prioritized in order of (1) partner organizations and memberships, (2) industry stakeholders, and (3) consumers and their support systems.

The Industry and Public Relations Committee will be under the direction of the IPR Committee Chair and a Board representative. The Board representative will submit any recommendations to the Board of Directors for approval on a timely basis.

QUALITY ASSURANCE PROGRAM COMMITTEE (QAP)

The Quality Assurance Program (QAP) Committee is responsible for the QAP Rules document which apply to all QAP accredited dealer locations and any NMEDA non-dealer member who engages in QAP activities. The committee will revise the QAP Rules periodically to meet the membership's needs and to stay current with the industry. All changes are submitted to the Board of Directors for approval. **ALL** information received about a dealer in this program, will be held in strict confidence by the entire QAP Committee.

The QAP Committee will be under the direction of the QAP Committee Chair and a Board representative. The Board representative will submit any changes, additions and/or corrections from the QAP Committee to the Board of Directors for approval on a timely basis.

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MANUFACTURER QUALITY ASSURANCE PROGRAM COMMITTEE (MQAP)

The Manufacturer Quality Assurance Program (MQAP) Committee is responsible for the MQAP Rules document which apply to all MQAP accredited industry-manufacturer locations and any NMEDA non-industry member who engages in MQAP activities. The committee will revise the MQAP Rules periodically to meet the membership's needs and to stay current with the industry. **ALL** information received about a industry-manufacturer in this program, will be held in strict confidence by the entire MQAP Committee.

The MQAP Committee will be under the direction of the MQAP Committee Chair and a Board representative. The Board representative will submit any changes, additions and/or corrections from the MQAP Committee to the Board of Directors for approval on a timely basis.

COMPLIANCE REVIEW PROGRAM COMMITTEE (CRP)

The Compliance Review Program (CRP) Committee is responsible to identify and review compliance requirements for vehicle conversions and adaptive mobility equipment. CRP recommended compliance requirements are sent to the MQAP committee for disposition. The MQAP committee will decide, with the board of directors' approval, if they will be implemented and/or integrated into the MQAP Rules. **ALL** information received about any NMEDA member in this program, will be held in strict confidence by the entire CRP Committee.

The CRP Committee will be under the direction of the CRP Committee Chair and a Board representative. The Board representative will submit any changes, additions and/or corrections from the CRP Committee to the Board of Directors for approval on a timely basis.

GUIDELINES COMMITTEE

The Guidelines Committee is responsible for the content and revision of the NMEDA Guidelines document. The NMEDA Guidelines are a collection of industry best practices for the installation of specific mobility equipment. The Guidelines committee will make changes to the NMEDA Guidelines periodically to meet the needs of the membership and to stay current with the industry. All changes are submitted to the Board of Directors for approval.

The Guidelines Committee will be under the direction of the Guidelines Committee Chair and a Board representative. The Board representative will submit any changes, additions and/or corrections from the Guidelines Committee to the Board of Directors for approval on a timely basis.

EDUCATION AND TRAINING COMMITTEE

The Education and Training Committee is responsible for advising and guiding strategically focused education and training goals of the association. The committee will identify and monitor the association's educational and training needs and ensure relevant

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programs and events. A significant aspect of the committee is to uphold QAP as the brand of mobility excellence to the public and referral influencers and provide NMEDA members with the tools and resources to promote NMEDA standards. Committee members are relied upon for consistency and accuracy of educational materials, aligning with best practices within the industry.

The committee may establish subcommittees and task forces (for example Dealer Marketing, NCT) as deemed necessary to complete short term strategically focused goals and tasks.

CONFERENCE COMMITTEE

The Conference Committee is responsible for advising and guiding the planning and execution of the NMEDA Annual Conference. The committee provides input on content and topics of interest, drawing on expertise and current trends, ensuring a well-balanced, high-quality program. Additional responsibilities include reviewing the conference theme, schedule, general session speakers, educational content and annual auction. Provides support as needed to NMEDA staff and conference planner for all aspects of conference management.

The committee may establish subcommittees and task forces (for example Keynote, Auction) as deemed necessary to complete short term strategically focused goals and tasks.

HALL OF FAME COMMITTEE

The Hall of Fame Committee is responsible for running the nominations of the Hall of Fame as well as the selection process and induction of members into the Hall of Fame. Members selected by the committee will be inducted into the Hall of Fame at the conference that same year. The committee is also responsible for pulling together necessary content for the ceremony including presenters, photos, videos ect. as needed.

The committee may establish subcommittees and task forces as deemed necessary to complete short term strategically focused goals and tasks.

GOVERNMENT RELATIONS COMMITTEE

The Government Relations (GR) Committee is responsible for providing input on pertinent legislative and regulatory proposals, supporting professional staff's execution of GR goals as stated in the strategic plan, and helping to mobilize NMEDA's membership to produce desired legislative, regulatory, and other outcomes.

The GR Committee will be under the direction of the GR Committee Chair and a Board representative. The Board representative will submit GR Committee recommendations to the Board of Directors for approval on a timely basis.

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ORDER OF BUSINESS

In an effort to assist the Board and Committee Chairpersons, the following is an accepted order of business that has proven successful in the past.

1) Agenda for the Board of Directors Meeting:

- Call to Order
- Roll Call
- Treasurer's Report (this needs no vote, except the end-of-the-year report to go to the Finance Committee)
- Minutes
- Old Business
- New Business
- Any Other Business to Be Presented
- Adjournment

2) Agenda for the Committee Meetings:

- Call to Order
- Roll Call
- Minutes
- Unfinished Business
- New Business
- Any Other Business to Be Presented
- Adjournment

**CONFLICT OF INTEREST POLICY
for NMEDA Committee Volunteers**

ARTICLE I - Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or committee member of NMEDA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II - Definitions

1. **Interested Person.** Any director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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for NMEDA Committee Volunteers**

2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- a. An ownership or investment interest in any entity with which NMEDA has a transaction or arrangement,
 - b. A compensation arrangement with NMEDA or with any entity or individual with which NMEDA has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NMEDA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial (defined as a gift or favor in excess of \$100.00, fair market value).

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

3. **Conflict of Interest.** While discussed comprehensively, as well as defined, *infra*, generically a conflict of interest refers to a clash between the interests of NMEDA, which the interested person is obligated to uphold, and their private pecuniary interest (either by way of their employment or other financial interests – e.g., stock holdings). This policy applies primarily to instances where a conflict may arise as a result of business dealings of any manner (e.g., the buying or selling of goods/products or services between parties) as opposed to traditional altruistic endeavors by the interested party (e.g., member company donating money or resources, or sponsoring an event with NMEDA).

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**CONFLICT OF INTEREST POLICY
for NMEDA Committee Volunteers**

ARTICLE III - Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest.**

a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine whether NMEDA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in NMEDA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy.**

a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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for NMEDA Committee Volunteers**

5. Confidentiality. Every Board/Committee member shall exercise care not to disclose confidential information acquired in such status regarding NMEDA more use such information in a manner that would be advantageous to that person's interests.

ARTICLE IV - Records of Proceedings

The minutes of the Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from NMEDA for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NMEDA for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NMEDA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI - Annual Statements

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that in order for NMEDA to maintain its federal tax exemption it must engage primarily in activities that accomplish its tax-exempt purposes.

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ARTICLE VII - Periodic Reviews

To ensure NMEDA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to NMEDA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, NMEDA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**ARTIFICIAL INTELLIGENCE (AI) USAGE GUIDELINES
for NMEDA Committee Volunteers**

Part 1: AI Usage and Ethics

A. Mindful Automation

Artificial intelligence may be used to automate tasks responsibly. As a committee volunteer, maintain active involvement in the decision-making process and do not become over-reliant on AI to the detriment of human judgment and creativity.

(1) Efficient Data Analysis: You may leverage AI's ability to analyze data quickly to obtain insights and inform committee work. However:

DON'T: Share sensitive information (personal identifiable information, intellectual property, unique NMEDA content, etc.) with AI systems without prior approval from your committee chair.

DO: De-identify data (remove program references, business/personal names, email addresses, etc.) when requesting AI-generated analysis or idea generation based on NMEDA-related information.

(2) Committee Task Management: AI may be applied to improve efficiency for administrative tasks, allowing volunteers to focus on more complex issues.

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DON'T: Use AI assistants to fully generate responses on behalf of your committee or represent committee positions without proper review.

DO: Use AI tools for initial drafts or organizational tasks, while ensuring human oversight of all final communications and decisions.

B. Honesty and Transparency

Committee volunteers may use generative AI tools; however, transparency regarding AI usage is expected. Your committee chair should be informed of any substantial reliance on AI for committee responsibilities.

(1) Creative Assistance: AI may be used as a tool for idea generation and problem solving within committee work.

DON'T: Present AI-generated content as solely your own work or committee consensus without proper review and attribution.

DO: Use a disclaimer to acknowledge when AI tools are used to produce substantial portions of committee materials or proposals.

(2) Content Creation: AI may assist with creating committee materials (presentations, reports, communications, etc.).

DON'T: Use AI to create entire presentations or documents for committee purposes without thorough review and human judgment integration.

DO: Clearly note when AI tools were used in the creation of committee materials and ensure all content aligns with NMEDA's mission and values.

Part 2: Data Security Responsibilities

A. Data Protection

All NMEDA data, especially sensitive member or organization information, should be handled with utmost care by committee volunteers.

(1) Secure AI Use: Always use secure networks and devices when interacting with AI systems for committee work.

DON'T: Use unsecured public networks when inputting any NMEDA-related information into AI systems.

DO: Ensure you're using password-protected, secure connections when utilizing AI for committee purposes.

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(2) Data Security and Privacy: Handle committee information, member data, and other sensitive information with appropriate care.

DON'T: Share committee discussions, member data, or sensitive NMEDA information with AI systems without proper authorization.

DO: Anonymize information when seeking AI assistance with committee tasks to safeguard privacy and confidentiality.

B. Risk Awareness

Be mindful of AI-associated risks including data breaches, misinformation, and excessive reliance on automation.

DON'T: Continue using AI systems if you identify potential risks to NMEDA's information security or reputation.

DO: Report any concerns about AI usage or potential risks to your committee chair promptly.

These guidelines aim to help committee volunteers harness the benefits of AI ethically and responsibly while protecting NMEDA's interests. Your adherence to these guidelines is essential for maintaining the integrity and security of NMEDA's operations. For questions or concerns, please contact your committee chair. These guidelines may be updated periodically to reflect evolving best practices.

** AI was utilized in the drafting process of this policy