

# STUDENT CHAPTER FORMATION

## Student Chapters:

### Purpose and Scope

The goal of the Student Chapter is:

- to encourage involvement of students in supported/accredited programs,
- offer students a venue to network with fellow students and professionals,
- establish a firm link between the supported/accredited programs and their chapters, and
- introduce students to the benefits of on-going NKBA membership throughout their careers.

Formation of Student Chapters is encouraged at all of NKBA's Supported/Accredited Program campuses; only NKBA supported/accredited programs may have NKBA Student Chapters.

### **Formation:**

Formation of Student Chapters should follow these procedures:

- Step 1: The Program Coordinator will set up a meeting of the Chapter's Vice President – Professional Development or, if the position exists, Vice President – Academic Relations (who will serve as the primary liaison with the Chapter), and three or more students currently enrolled in the program. This group will serve as the Formation Committee for Student Chapter formation. The purpose of this meeting is to determine the support for formation of a Student Chapter.
- Step 2: The initial organizing meeting of the Student Chapter is held with all students registered in the program along with the Program Coordinator and the Chapter's Vice President – Academic Relations. Assuming there is support for formation, those attending will elect a Student Chapter President, Vice President – Programs, Secretary and Treasurer or Secretary/Treasurer. These students will be registered in the NKBA supported/accredited program. They plus the Program Coordinator and the Chapter Vice President – Academic Relations, will form the Student Chapter Executive Committee
- Step 3: The Student Chapter Executive Committee will submit a notification of Student Chapter formation to the Chapters Department at NKBA indicating the names and contact information for the Student Chapter Executive Committee members. The Supported/Accredited Program Coordinator will be assumed to serve as the primary liaison between NKBA and the Student Chapter and all mailed material will be sent to that individual. The Chapter Vice President – Academic Relations will serve as the liaison between the Student Chapter and the Chapter. The

Student Chapter Executive Committee shall serve as the governing body of the Student Chapter and shall meet at least three times during the school year (September through June).

- Step 4: Upon receipt of the notification of Student Chapter formation, the staff of the NKBA's Chapters Department will send a grant of \$500 to the Supported/Accredited Program Coordinator with the understanding that these funds are to be used to support the activities of the Student Chapter for networking and educational/professional development activities. Subsequent to the year of formation, the Student Chapter's grant will be disbursed to the Supported/Accredited Program Coordinator upon submission of the annual activities/financial report and the Student Chapter Officers Roster (due at the beginning of the academic year but not later than November 30).

### **Student Chapter Structure and Procedures:**

**Election of Officers:** The Supported/Accredited Program Coordinator and the local Chapter's Vice President – Academic Relations are automatically members of the Student Chapter Executive Committee. The Student Chapter must hold an election for President, Vice President – Programs, Secretary, Treasurer or Secretary/Treasurer, provide NKBA's Chapters Department with their names, and contact information by November 30 of each school year. Election shall be by a plurality of votes of student members present at the meeting where the election is held; the meeting shall be announced to the members of the Student Chapter at least one week prior to the meeting. The officers' term/year will be August 1 – July 31. Only student members of NKBA who are registered on at least half-time basis in the Supported/Accredited Program are eligible for election to Student Chapter office.

**Reporting:** In order to receive the annual Student Chapter grant (\$500), the Supported/Accredited Program Coordinator must submit a report of Student Chapter activities/finances by November 30 for the prior school year and a roster of the Student Chapter Executive Committee by November 30 of each school year. Upon receipt of these reports, NKBA's Chapters Department will authorize the release of the Student Chapter grant for that academic year.

## **Duties and Responsibilities of Student Chapter Officers:**

### **President:**

- Exercise general supervision of the affairs of the Student Chapter
- Preside at meetings of the Student Chapter and the Student Chapter Executive Committee
- Ensure that the Student Chapter adheres to NKBA Bylaws and Policies
- Cooperates and ensures that all required information is forwarded to the NKBA

### **Vice President – Programs:**

- Develop and organize educational/networking/professional development activities to benefit the members of the Student Chapter
- Coordinate with the Program Coordinator and the Chapter Vice President Professional Development to encourage joint Chapter and Student Chapter activities
- Perform the duties and exercise the powers of the Student Chapter President if he/she is unable or unavailable to fulfill his/her responsibilities

### **Secretary:**

- Take minutes of any Student Chapter Executive Committee
- Preserves and maintains the records of the Student Chapter
- Distributes minutes to Student Chapter Executive Committee members
- Makes Student Chapter meeting minutes available upon request
- Reports results of the Student Chapter Officer Elections to NKBA by **November 30**

### **Treasurer:**

- Supervise the financial affairs of the student Chapter
- Provide the Program Coordinator with the information required to complete NKBA's required year-end Activity/Financial Report
- Disburse Student Chapter Funds required to conduct Chapter affairs and activities
- Report financial information to the student chapter executive committee and the membership at chapter meetings

### **Committees:**

Subject to the approval of the Student Chapter Executive Committee, the President may establish those committees and appoint a chair, as he/she and the Executive Committee shall deem necessary. The term of the appointment shall be through the end of the academic year and the chair may be re-appointed as long as he/she remains a student within the Supported/Accredited Program.

### **Meetings, Advertising, Sponsorships:**

The purpose of Student Chapter meetings is to provide informative and educational resources to members of the Student Chapters. It is strongly encouraged that at least one

meeting per year be held jointly with the “parent” Chapter. Student Chapters are subject to the same limitations and restrictions on meetings, advertising and sponsorships that govern chapters and are specified elsewhere in the NKBA Governance Manual.

Tax Status:

The policies governing Student Chapters’ tax status is identical to that of all NKBA Chapters and are specified elsewhere in the NKBA Governance Manual.

Miscellaneous:

**A. Statistical Reporting:**

No Student Chapter should gather statistical information or establish a statistical reporting system without first submitting the proposed program to the Director of Chapter, Region and Membership Activities for approval, including an outline of the information to be gathered and the mode by which the information will be disseminated.

**B. Indebtedness:**

No Student Chapter, its officers or members may create any indebtedness, which binds or obligates the Association and its members without prior written approval. In any instance where an unauthorized indebtedness is incurred, the Student Chapter, Student Chapter officers and members responsible shall indemnify and hold harmless the Association.

**C. Disbursement of Student Chapter Funds:**

All checks and drafts disbursing Student Chapter funds must have the signatures of two Student Chapter Executive Committee members, one of which must be the Supported/Accredited Program Coordinator.

**D. Educational Benefits;**

Student Chapter Officers who have served at least one full academic year (minimum of 8 months) as a Student Chapter President, Vice President, Secretary, Treasurer, or Secretary/Treasurer, and documented their role as a Student Chapter Officer by submitting the necessary reporting to the NKBA, be permitted complimentary registration for the AKBD Preparation course, within two years from graduation date and subject to space availability.

## **Policy on Avoiding Conflicts of Interest as a Chapter Officer:**

The purpose of this statement is to help inform you about what constitutes a conflict of interest, assist you in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary.

Volunteer leaders of the National Kitchen and Bath Association ("NKBA") are representatives of the entire membership of their Association and its Chapters. As a Chapter Officer, you have a fiduciary duty to conduct yourself at all times without conflict to the interests of NKBA and its members. In that capacity, you have an obligation to subordinate personal, individual business, third-party, and other interests to the welfare and best interests of NKBA.

One issue that has arisen in recent times is the role of a Chapter Officer in supporting the policies of the National organization and their ability to serve as an officer, director or member of another organization. The purpose of this document is to explain to our Chapter Officers the legal and ethical obligations you have as a volunteer leader of the Association.

There is no prohibition against a Chapter Officer serving as an officer, director or member of any other organization, including legislative coalitions and professional associations. However, as noted above, you have a fiduciary duty to serve the interests of all the members of NKBA, which requires that you avoid any conflict of interest or any situation where it could be perceived by the members that you have a conflict of interest. This is most likely where problems can arise.

The best way to handle such circumstances is to be aware of your role and how other members may view your involvement with another organization or group. Where there could be an actual conflict or even the appearance of a conflict of interest, you should not participate in any discussions about the subject matter or vote on any issue that may call into question your loyalty to the NKBA. Nor should you influence in any manner the decision or discussion other than by presenting the viewpoint of the National Kitchen and Bath Association. Where the subject matter is particularly sensitive (such as in legislation meetings), you should avoid any possibility of a conflict by leaving the meeting and only returning after all such sensitive discussion topics have been concluded.

## **Role of Chapter Officer re: Policies:**

The Board of Directors of the National Kitchen & Bath Association is responsible for setting the direction and policies of the Association as it applies to our members. In doing so, the Board must take into account the competing interests of the entire industry and make a decision that will address the concerns of a majority of the membership and/or the long-term goals of the Association. This is particularly true in legislative matters such as licensing or regulation of the industry. As a Chapter Officer, you have an obligation to represent the entire membership of the NKBA and support the policies as set by the Board. This means that when it comes to legislative issues, once the Board of Directors approves a policy or position, it becomes binding on the Chapters and you, as a Chapter Officer, must support that policy or position. No act of a Chapter or its officers may directly or indirectly contravene any act or policy of the Association.

## **Conflict of Interest /Antitrust Policy:**

### Conflict of Interest Policy

Volunteer leaders on the Chapter level must act at all times in the best interests of NKBA.

The purpose of this statement is to help inform you about what constitutes a conflict of interest, assist you in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary.

Chapter Officers have a fiduciary duty to conduct themselves without conflict to the interests of NKBA and its Chapter. In that capacity, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of NKBA.

A conflict of interest is a transaction or relationship which presents or may present a conflict between an individual's obligations to NKBA or its Chapter and his or her personal, business or other interests.

All conflicts of interest are not necessarily prohibited or harmful to NKBA. However, full disclosure of all actual and potential conflicts and a determination by the disinterested Chapter executive board - with the interested member recused from participating in debates and voting on the matter - are required.

All actual and potential conflicts of interests must be disclosed by Chapter Officers to the Chapter executive board whenever a conflict arises. The disinterested members of the executive board shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any.) The executive board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this procedure.

With the above in mind, examples of areas where conflicts could arise include, but are not limited to the following areas:

1. Outside Interests - interests or investments of yourself or your immediate family, that might be deemed a position or financial interest in any outside concern that conflicts with the interests of the Chapter or NKBA, or purchases or sales of property or property rights, interests, or services, by yourself or your immediate family, that might be deemed to have been made in competition with the Chapter or NKBA,

2. Outside Activities - instances in which you or any members of your immediate family have rendered directive, managerial or consultative services to any outside concern that does business with, or competes with the services of the Chapter or NKBA, or have rendered other services in competition with the Chapter or NKBA ,

3. Inside Information – instances where you or any member of your immediate family have disclosed or used information relating to the Chapter or NKBA business for personal profit or advantage, or disclosed any information to any outside concern that does, or is seeking to do business with the Chapter or NKBA on, that could be used to their advantage when soliciting or doing business with the Chapter or

4. Financial Conflicts of Interest - As a professional Association, NKBA is dependent on providing the highest standards of excellence in programming and services to the membership. Within the established financial management procedures of NKBA, a volunteer Board or Committee member may be awarded a contract in which he or she will be paid to perform a particular service for the Chapter or NKBA. Typically this may involve fees or honoraria for performance of professional services. Such fees or honoraria must be fully disclosed.

### Antitrust Policy

It is the policy of NKBA to be in strict compliance with all Federal and state Antitrust laws, rules and regulations. Those guidelines apply to all memberships, the Board, Committees Chapters and other meetings sponsored by the Association, and to all meetings attended by representatives of the NKBA.

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 ups, provided this limitation shall not extend to discussions of methods of operation, maintenance, and similar matters in which cost of efficiency is merely incidental.

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.

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.

Another means of reducing competition, frowned upon by antitrust regulators, is through the exchange of otherwise proprietary or confidential information between competitors. Information that members would not otherwise disclose to a competitor should not be disclosed to another Association member.

Association meetings also pose a possible antitrust danger when, despite the best intentions of all participants, the meeting inadvertently strays into subjects that could give rise to

severe antitrust penalties, such as, for example, a casual conversation about prices that Association members plan to charge in the future, which could be construed as an unlawful agreement to fix prices. The best way to avoid potentially dangerous discussions is to prepare a written agenda, and stick to it. If discussions begin to stray from the agenda, the person chairing the meeting should immediately stop the meeting, and remind participants of the written agenda.

A large number of antitrust cases are premised on alleged conversations, of which participants and witnesses have wildly different recollections. This is not surprising, because participants in meetings may be asked to remember and interpret specific statements several years later as witnesses in antitrust litigation. An important means of protecting against conversations being misconstrued or mis-remembered is to keep accurate and complete minutes of Association meetings. Legal Counsel can help prevent any discussions that later could be construed as evidencing unlawful antitrust activity. Counsel can also help make sure that the discussion adheres to the pre-approved agenda, or at least determine whether any proposed deviations from the agenda pose an antitrust risk.

It is the Association's policy that in a meeting attended by representatives of the Association where discussion can border on an area of antitrust sensitivity, the Association's representative will 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, the Association's representative should excuse himself from the meeting and request that the minutes show that he left the meeting at that point and why he left. Any such instances should be reported immediately to the Chapter President and staff of the Association.

It is the Association's policy that a copy of this Conflict of Interest Policy and Antitrust Policy be given to each Officer, Director, Committee and Council member, volunteer leader and Association employee annually and that by taking the oath of office, they acknowledge their understanding of these requirements.