Policies and Procedures Manual

Texas Cave Management Association

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1. PREFACE

1.1. PREFACE

The Texas Cave Management Association (TCMA) Policies and Procedures Manual (PPM) is a compilation of the official operating Policies and Procedures (P&P) for TCMA. As such, the format of the manual has been styled to make it flexible and easily amendable. To accomplish this, the following design considerations have been incorporated:

- P&Ps will be described on separate pages in and will be decimally numbered and dated in the upper right-hand corner. The decimal numerals assigned designate and establish categories for ready reference and ease in filing.

- When a P&P is superseded, it should be removed from the manual. The date of supersession will be clearly indicated under the decimal designation, together with the decimal designation and date of the P&P being superseded.

Example Header:

2.1
Jan 10
Supersedes 2.1/Jun 05

The TCMA Board has the sole authority to approve additions or amendments to this PPM. The TCMA Vice-President or his/her designee is responsible for maintaining the PPM and providing prompt updates posted to a location, such as the TCMA website, where the Board, Officers, Managers, and membership can readily access this document.

This manual takes precedence if/when it sets forth P&Ps which conflict with another TCMA document. If the P&Ps of this manual conflict with public policy or law, the latter will prevail. The information contained in the PPM may be changed at any time by TCMA in accordance with the above procedures.

1.2. CHARTER

The Texas Cave Management Association (TCMA) was founded on April 7, 1996 as a 501(c)3 non-profit Texas corporation organized in support of :

- the preservation for posterity of the caves and caverns of Texas and their mineral, biological, archaeological and aesthetic contents
- to promote the conservation and study of caves within the state of Texas
- to promote and support any scientific and educational programs on caves in Texas the Board of Directors shall from time to time authorize
- to acquire real and personal property by lease, ownership or other means.

All of the activities of TCMA are to be carried out solely for conservation, scientific and educational purposes and not for profit.

1.3. MISSION

The Texas Cave Management Association (TCMA) is a nonprofit organization that works with members and partners to acquire and manage caves and karst through diversified funding. We actively work to conserve caves, promote research, education and provide responsible recreational access.

1.4. PURPOSE

The Texas Cave Management Association (TCMA) is a non-profit, membership-based organization dedicated to the study and management of Texas cave resources. TCMA is supported by a wide cast of contributors, all of whom serve vital roles in preserving our Texas caves. Members include landowners, scientists, land stewards, cavers, school officials, teachers, kids, and parents, among many others.

TCMA is one of 34 land trusts (organizations directly involved in protecting land for its natural, recreational, scenic, historical or productive value) in the state of Texas. As a land trust, TCMA accepts conservation easements, a tool in which landowners voluntarily place restrictions on specified uses of their property to protect natural, productive or cultural features. TCMA is a resource of science, technology and experience in dealing with cave and karst issues, landowner relations, and management. TCMA is affiliated with a range of state, regional and national land trusts, conservation groups, and cave-related organizations.

Founded in 1986, TCMA was the first organization in Texas dedicated to the preservation of caves and our underground resources. TCMA manages and owns numerous caves throughout Texas. Some of these caves are protected as home to unique and endangered creatures. Other TCMA caves are routinely used for a variety of purposes by cavers, the general public, youth groups, and rescue training groups. TCMA also provides management, conservation, and education information to individual, groups, organizations, and governmental agencies.

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2. GOVERNANCE

2.1. ORGANIZATION

A. Administration

Administration of TCMA originates with a Board of Directors, elected by the membership of TCMA, who operate according to the organization's by-laws and this PPM. The Board elects the Officers of TCMA, which have additional organizational roles, and responsibilities as outlined in the by-laws and this PPM.

B. Committees

The Board can create committees to carry out functions within the organization and appoint individuals to serve on those committees. Except for the Nominating Committee, which is established in the by-laws, all committees are ad-hoc and may be created or terminated by the Board at any time.

C. Managers

The Board can create Managers to oversee specific areas of responsibility within the organization such as maintaining certain records or overseeing certain properties. Managers are generally part of a Committee but may also report directly to the Board.

2.2. DIRECTORS

Directors are members of the Board of Directors and are charged with the governance of the organization and making sure that TCMA abides by ethical and legal standards in making its vision a reality.

Duties of Directors:

- Attends at least 50% of board and member meetings.
- Makes serious commitment to participate actively in Board work, staying informed on Board matters and eventually chairing a committee or directing a project.
- Becomes informed of the business of TCMA and help make decisions and manage that business.
- Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
- Represents TCMA in community, presenting programs to civic, business, or similar groups and keeping local cavers informed of TCMA business or opportunities.
- Gets to know other Board members and builds a collegial working relationship that contributes to consensus.
- Is an active participant in the TCMA annual evaluation and planning efforts.
- Participates in fund raising for the organization, either through mailings, fund raising events, personal presentations, grant writing, or invitations to others to contribute to the organization.

2.3. OFFICERS

A. President

(also known as Chairperson of the Board and/or Chief Executive Officer)

The President holds general powers of supervision and management subject to the powers of the Board; have general supervision, direction and control of the business of the corporation; presides at all meetings of the directors and members; unless the Board authorizes otherwise executes all deeds, bonds, mortgages and contracts as authorized by the Board according to the bylaws.

Duties of the President:

- Presides at meetings of the Board and of the members
- Sees that orders and resolutions of the Board are carried into effect
- Signs and delivers in the name of the corporation deeds, mortgages, bonds, contracts or other instruments
- Attends meetings of the board at least 75% of the time
- Actively manages the business of the corporation
- Advises the Board on any relevant matters
- Formulates policies and planning recommendations to the Board
- Implements plans, decides or guides courses of action and oversees operations of corporation
- Manages physical and human resources
- Assists in selection and evaluation of Board members
- Maintain records of and, when necessary, certify proceedings of the Board and the members
- Performs other duties prescribed by the Board.

B. Vice President

The Vice-President performs the duties of the President in the absence or disability of the President and perform duties delegated by the President according to the bylaws.

Duties of the Vice-President:

- Attends meetings of the board at least 50% of the time
- Performs chair responsibilities when the President cannot be available

- Reports to the Board's President
- Works closely with the President and other staff
- Participates closely with the chair to develop and implement officer transition plans
- Performs other responsibilities as assigned by the Board
- Special Responsibilities: Frequently assigned to a special area of responsibility, such as membership, media, annual dinner, facility, or personnel and may serve as ex officio member of several committees.

C. Treasurer

The Treasurer holds custody of corporate funds; keeps full and accurate records of receipts, disbursements and accounts; disburses funds as ordered by the Board; makes deposits as authorized by the Board; accounts for all transactions and makes accurate reports to the Board according to the bylaws.

Duties of the Treasurer:

- Attends meetings of the board at least 75% of the time
- Manages finances and keeps accurate financial records for the corporation
- Deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board
- Ensures development and board review of financial policies and procedure
- Provides annual budget to the Board for approval.
- Reports: Ensures that appropriate financial reports are made available to the Board. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health
- Cash Management and Investments: Ensures sound management and maximization of cash and investments
- Auditor: Recommends to the Board whether the corporation should have an audit. If so, selects and meets annually with the auditor in conjunction with the Finance and/or Audit Committees if any.

D. Secretary

The Secretary attends all meetings of the Board or members; records all votes of membership and Board; gives notice to all meetings or special meetings; performs duties as ascribed by President or Board, according to the bylaws.

Duties of the Secretary:

- Attends meetings of the Board at least 75% of the time
- Maintains records of the Board and ensures effective management of corporation records
- Manages minutes of Board meetings and ensures minutes are available to Board members and to members shortly after each meeting
- Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.

2.4. COMMITTEE PERSONNEL

A. Committee Chairs

Committee Chairs call committee meetings as appropriate; presides at meetings and insures proper notes are taken; delegates tasks to committee members and reports to board as directed.

Duties of Committee Chairs:

- Regularly (50%) attends board meetings and all assigned committee meetings
- Makes serious commitment to participate in assigned committee work
- Delegates assignments and sees them completed on time
- Stays informed about committee matters, prepares well for meetings, and brings reports of committee activities to the board
- Gets to know other committee members and builds a collegial working relationship that contributes to consensus
- Is an active participant in the committee's annual evaluation and planning efforts
- Brings action items to the board for discussion and vote.

B. Committee Membership

Committee members attend committee meetings, participate in committee activities as directed by the committee chair, and become knowledgeable of all aspects of committee business.

Duties of Committee members:

- Regularly attends all assigned committee meetings
- Makes serious commitment to participate in assigned committee work
- Becomes knowledgeable of nonprofit management issues
- Stays informed about committee matters, prepares well for meetings, and becomes knowledgeable of the TCMA structure
- Gets to know other committee members and builds a collegial working relationship that contributes to consensus
- Commits a minimum of two hours every month as required for committee work
- Makes presentations to the Board and other committees when necessary.

2.5. MANAGERS, ASSISTANTS AND OTHER PERSONNEL

A. Assistant Secretary/Database Manager

The Assistant Secretary/Database Manager coordinates with President, Secretary and Treasurer.

Duties of Assistant Secretary/Database Manager:

- Maintains records of current and past members
- Sends out letters acknowledging memberships and donations
- Sends out timely renewal letters to any whose memberships are about to lapse or have lapsed.
- Reports to the Secretary and to the board as directed.

A. Assistant Treasurer/Bookkeeper

The Assistant Treasurer/Bookkeeper coordinates as directed by the Board of Directors

Duties of Assistant Treasurer/Bookkeeper:

- Maintains records of financial transactions
- Sends out letters for accounts receivable
- Reports to the Treasurer as directed.

2.6. ELECTION OF DIRECTORS

A. Number of votes for each member

Each person who is a member of TCMA shall have one vote. For family, organizational, and corporate members, an eligible person is anyone who is a legal member of that group. The presiding officer will rule on any conflicts over the validity of a vote.

B. Method of voting

All votes on contested elections (when there are more candidates than there are places open on the board) the vote shall be by secret ballot, the ballots counted by two persons chosen by the presiding officer at the meeting. The candidate with the least number of votes shall be eliminated from the voting. If the number of candidates for the board still exceeds the number of open places, the members shall vote again and the candidate with the lowest vote total shall again be eliminated. This process shall continue until the number of candidates is equal to the number of open board positions.

C. Determination of quorum and eligibility to vote

The data base manager (or his representative) shall bring to the meeting an up to date list of members, to be used in the case of disputed votes, and in determination of a quorum. If a perspective voter's name is not found on the membership list, the presiding officer shall question the perspective voter. If this person claimed to have paid dues but there is no record on the list, (possibly due to a check still in the mail, or other problems); then if the presiding officer agrees there is a likely payment problem, and the member(s) in question will agree to pay the TCMA dues if no record of prior payment is found; the presiding officer will allow the member to vote. (The member could have joined just prior to the meeting and voted. This provision allows members whose payment is in the mail to vote if approved by the presiding officer.)

2.7. ELECTION OF OFFICERS

A. Methods of nomination and voting

At the first face-to-face meeting of the year, or any other time when needed to fill vacancies, the board shall elect officers who will serve until they resign, are removed by the board, or until there replacement is elected. The election (appointment) normally occurs at the first face-to-face meeting of the calendar year. (If an officer resigns or is removed the election is at the first face-to-face meeting following the vacancy.) The candidates recruited by the nominating committee should be presented to the board, and then nominations allowed from the floor. Candidates recruited by the nominating committee should have expressed their willingness to serve if elected, and candidates nominated from the floor should agree to serve if elected. If a candidate is not present this requirement can be waved by a majority vote of the board. The board will vote on all uncontested candidates by one voice vote. For all contested offices the voting will be by secret ballot. The votes will be counted by two persons selected by the board at the meeting. As provided in the bylaws if the president and vice-president are both absent one of the directors shall be elected to preside.

B. Voting in contested elections

If there are more than two candidates for an office, and none of the candidates have a majority of the votes, the candidate with the least number of votes will be eliminated and the voting will continue among the remaining candidates, until a candidate receives a majority of the votes.

C. Procedures for an office without a candidate

If there is an office for which there is no candidate, and the previous holder of the office is not willing to serve, this office will remain vacant until a replacement can be found. The replacement shall be elected on the first face-to-face meeting after a suitable candidate has been selected. This election will be by voice vote unless there is more then one candidate, in which case the vote will be by secret ballot.

D. Failure of uncontested candidates to be elected:

If the motion to elect the unopposed slate of officers fails, then the presiding officer will ask for an individual voice vote on each office. If an unopposed candidate receives a majority of no votes then the nominations for that office will be reopened. If a suitable candidate can be found before the meeting adjourns, the election of the new candidate will be by voice vote, unless more than one candidate is nominated in which case there will be a vote by secret ballot. If the new candidate does not receive a majority of yes votes, or a new candidate cannot be found, the office will remain vacant until a candidate can be found and elected at a board meeting.

2.8. E-MAIL MEETINGS AND ELECTRONIC VOTING

In order to do business between meetings the following procedures for electronic voting have been decided:

1. Call for a vote
Any Board member may at any time submit a proposal for electronic voting to the chairman.

2. The Proposal
The Chairman or their designee poses the proposal to the Board via the TCMA Board listserve and gives a time limit for initial comment.

3. Amended proposals
At the close of that limit, or more frequently if comments are substantial, the Chairman recasts the proposal in light of what he sees as an emerging consensus and items for continuing discussion. As long as, in the judgment of the Chairman, new information is emerging from the discussions, the issue will be periodically restated with a new time limit for response.

4. Closure for voting
When it is the judgment of the Chairman that further discussion on the issue is not meaningful, or at the request of a Board member, the proposal is called for electronic voting with a deadline for voting. Votes must be sent to the TCMA Board Listserve so that all board members can audit the outcome.

5. Requirements
For an electronic vote to be conclusive, the vote of the majority of the board must be received.

6. Voting options
The electronic voting options are: Yes/No/Abstention/Veto. The veto option is to be selected by a trustee if he determines that the issue has not been vetted to his satisfaction and therefore wishes to reopen discussion.

7. Results of a veto
Upon a veto, the in-progress electronic vote is cancelled and the process reverts to the discussion stage or is referred to a synchronous meeting at the Chairman's discretion.

8. Change of vote
Up to the time the Chairman has announced the result, any member may change his vote, including a veto.

9. Result
Upon resolution of an electronic vote (closure or referral to a synchronous meeting), the Chairman will state the issue and the result to the Board Secretary via the TCMA Board Listserve for recording in the next Board meeting minutes.

10. Conditions for positive vote
A proposal is accepted if the majority of the Board gives a positive vote. For decisions where a larger majority is required by the TCMA By-Laws, that rule will prevail.

11. Ratification
Decisions will be placed on the agenda of the next Board meeting for ratification.

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3. PRESERVES & PROPERTY

3.1. PRESERVE MANAGERS

A Preserve Manager oversees daily operations of a designated property owned, controlled or contracted by the TCMA solely or in joint management with others. The Preserve Manager is responsible for maintenance, rules enforcement, facilities enhancement and resources conservation of land under his/her care. Preserve Managers will develop and update a preserve management plan using the TCMA template. Preserve Managers will report to the Texas Cave Management Association Board of Directors (Board) through the Preserve Managers Committee.

Duties of Preserve Managers:

- The cave Preserve Manager will develop a management plan according to the template used by TCMA and present it to the Board of Directors (Board) for approval. The plan will be reviewed yearly by the Preserve Manager and updated as needed.
- Preserve Manager will provide the management plan and additional information [such as access procedures, pictures or history of the cave] as warranted to the web master.
- Preserve Manager will develop a Five-Year Master Plan and submit it to the board for approval. The Master Plan will be updated as warranted.
- Preserve Manager will submit a proposed budget to the Budget Committee in August. Budgets shall include normal operating expenses for maintenance and any necessary upgrades, improvements or expenses. Budgets will be approved by the Board at the end of the year
- Requests for unexpected expenses can be submitted for consideration by the Board at any time.
- Preserve Manager will submit a comprehensive preserve report to the Board by the end of January for the preceding calendar year.
- Preserve Manager will supervise and report on research conducted on their preserve (s). Preserve Manager will be familiar with the TCMA Research Policy and will keep the Board appraised of formal and informal research requests.
- Preserve Manager will supervise any grant to the preserve. Grant applications will be approved by the Board before submission to the grantor. Preserve Manager or their designee, will manage the grant and grant paperwork, keep the Board and the Treasurer informed, and archive all paperwork at the TCMA office.
- Money raised at a particular preserve or designated for a particular project will be earmarked as such by the Treasurer and spent accordingly.
- Preserve Manager will annually archive all visitation records, releases, lists of program participants and other relevant paperwork as warranted. Archives will be housed at the TCMA office.
- Preserve Manager will coordinate with the Database Manager to insure all volunteer hours, volunteer mileage and volunteer out-of-pocket expenses are recorded.

3.2. RESEARCH

A. Research on TCMA Preserves

It is the policy of the Texas Cave Management Association (TCMA) that, when appropriate, the managers of TCMA cave preserves should request researchers to complete the TCMA Formal Research Form to protect the cave resource.

Research is defined as any project primarily to gather scientific data that will require physical or cave or preserve modification, the installation of instrumentation, repeated visits, special access to the cave not normally provided, or collections of mineral or biological material; except that limited collecting that might normally be considered part of a cave trip can be approved by the preserve manager. For example if cavers have word that a species in the cave might be a new species the manager can authorize limited collections as part of normal cave trips, or the manager can approve collections of an individual of a species not known to have been collected from the cave. Most activities that can be conducted as part of a normal cave trip by cavers would not be considered research, as photos to illustrate solution features, probing the depth of guano, collecting a water sample from a pool, etc. Activities such as taking a sample of guano, photographing cave life would be considered research if they are elaborate, time-consuming projects, but not if they take only a few minutes. If an academic researcher or a researcher from a consulting company requests access it is best to have the requester complete the research request, especially if any collecting is required. Completing the research form may be waved at the discretion of the preserve manager if the academic or cooperate researcher only wants to observe or photograph the cave. In case of uncertainty as to weather the requested activity is "research" the manager should their best judgment, or contact a TCMA officer for guidance.

B. Research Requests

1. Requests for Research at TCMA sites must be submitted in writing and must include the following:
    a. The name, street address, and telephone number of the person(s), business, organization, or agency requesting to perform the research.
    b. A description of the research project; to include the types and number of any animals to be collected and an explanation of why that number is needed; a description of any samples to be removed from the cave (or preserve) and a statement as to why these materials are needed, and a statement as to what will happen to the collections upon completion of the project.
    c. A description of the intended use of the data collected.
    d. The qualifications of the person(s), business, organization, or agency to conduct the research;
    e. A statement of intent not to directly or indirectly harm, degrade or destroy caves, karst features, or their contents.

f. If the results of the research are to be published, an agreement as to the accuracy of the cave locations to be included in the publication. Some cave locations are sensitive, and the published accuracy of the location needs to be limited to protect the cave. Even for sensitive caves this should not be a problem as a dot on a map of a county will usually be acceptable to the TCMA.

g. An agreement to provide the TCMA with a copy of all data, maps, or reports that are produced based on or result from the research, with an estimated time frame of when that information will be delivered.

h. For biological research projects in caves with endangered species, names and endangered species collection permit numbers of any persons planning to collect endangered species.

i. If the person(s), business, organization, or agency is making the request on behalf of other persons, businesses, organizations, or agencies, then letters are needed from each of the other parties providing the above information and stipulating to the above conditions.

j. A statement that the TCMA has all financial rights to any material removed from TCMA property and processes derived from this material developed for commercial use.

k. An acknowledgement that despite any agreements and arrangements conditions might exist to make it necessary for the preserve manager to restrict collections, limit or deny access and the researchers agree to comply with all instructions of the preserve manager and to hold the TCMA harmless for any actions taken by the preserve manager.

2. Procedure for doing Research at TCMA Preserves or TCMA controlled caves: If a Research Request is approved, and it requires visitation to a TCMA Preserve or TCMA controlled cave, the following process should be observed.

   a. Request from the preserve manager a specific date for visitation and coordinate the visitation with the manager.

   b. Researchers must sign a liability release before any visitation of the property.

   c. Any sampling of endangered species must be outlined in the research request and should be consistent with current best practice; the researcher should obtain any required permits.

   d. Researchers must be familiar with and adhere to all provisions of the Preserve Management Plan.

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4. FINANCES & CONTRACTS

4.1. GRANTS

1. Preserve Managers or individuals who find a grant that they believe is appropriate for TCMA will submit a brief summary early in planning or negotiations to the Board for approval. (Grants obligate the organization financially in almost all cases. It is important that the Board accept the possibility of that financial responsibility. Also, we may not want two or three of our preserves competing the same year for the same grant.)
2. Prior to submission, the Board will review and approve the grant proposal.
3. Should a grant proposal be accepted, the board will be informed before final paperwork on the grant is completed.
4. Management of a grant will be by the person who wrote the grant, the preserve manager, a designee of the preserve manager, or a designee of the board, depending on the board. Clear determination of this grant manager will be determined, and that person will document all necessary aspects of the grant.
5. Treasurer will be kept informed of the status of the grant, status or submitted receipts for reimbursement, and expected payments from the grantee.
6. Information on the progress on grants will be included in the yearly preserve report.

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5. MEMBERSHIP & OUTREACH

5.1. MEMBERSHIP

1. A member is an individual, family, business, institution, or other recognized category of membership whose dues are current. Membership will extend for one year from receipt of dues payment. TCMA acknowledges memberships and will request renewals by mail or email.

2. With any monetary donation of $15 or more, the donor will become a regular member of TCMA unless otherwise requested. With an in-kind donation, the Board may award a membership.

3. Membership can be paid for as a part of the continuing donation program, if so desired by the donor, with the membership dues to come out of the first month(s) donation.

4. For tax purpose, TCMA will provide a letter in January, acknowledging recurring donations during the prior year.

5. Institutional membership (grotto or group) does not carry membership for the entire membership of the grotto or group. The Institutional membership allows only one vote but derives no additional rights.

6. Although not itemized in TCMA bylaws, our commitment to past life members will be honored. We will continue to ask active life members for contributions yearly. Life members will be acknowledged as active if requested. Life members become inactive after no contact for five years.

7. The TCMA Board may award any class of membership.

8. Members of TCMA receive a voice and a vote in the organization's affairs, as well as access to `members-only' events and activities as may be scheduled from time to time. Our membership carries no material benefits, and is completely tax deductible. We will encourage donors to also be members if interested. Donations can be made to the organization or to the acquisition fund specifically. Donations will be acknowledged with a letter confirming our non-profit status, and that the donor received no services so the donation is tax deductible.

5.2. COMMUNICATIONS

1. The Texas Cave Management Association Communications Committee (CC) will review all TMCA Publications including web site and printed newsletters for consistency and to insure the message follows our mission statement. Newsletters include Passages (Printed/PDF) and Capitol Caver (PDF).

2. CC will review all publications and press releases prior to public release to insure correct and current board information including names, positions and addresses.

3. CC will collect and catalog all materials that have been produced about TCMA via news media (printed and electronic). These materials for used for public relations and for presentations by each major cave preserve. This would include, still photography, video, sound bites and any written materials published by, for or about TCMA, its projects, and board members. Materials can be collected from existing sources but we should be prepared to produce materials to fill in gaps for all TMCA properties to include photography of caves and preserve lands.

4. CC will assist in the production of brochures for all preserves in the following priority.
    - Robber Barron Nature Preserve
    - Whirlpool Preserve
    - Deep & Punkin Preserve

5. CC will assist the Preserve Managers to compile a list of all TCMA holdings and will help prioritize their importance vis a vis a significant public awareness statement.

6. CC will produce a TCMA Poster for use at public events and conferences.

7. CC will produce public announcement on specific projects such as the Bullis-Fire Ant Remediation Project.

8. TCMA will request a copy of all video/audio/photography and written material that is produced for TCMA owned or managed preserves. TCMA will provide copyright giving credit to authors. All collected material will be housed at the TCMA repository in the TSS offices in Austin after cataloguing and preparation for curation.

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6. STANDARDS & PRACTICES

6.1. LAND TRUST STANDARDS AND PRACTICES

TCMA adopts the Land Trust Alliance (LTA) *Land Trust Standards and Practices* as guidelines for the organization's operations and commits to making continual progress toward implementation of these standards and practices. The Land Trust Standards and Practices are ethical and technical guidelines for the responsible operation of a land trust organization developed to provide credibility and effectiveness to land trusts who understand that employing best practices is the surest way to secure lasting conservation. *Land Trust Standards and Practices* can be downloaded from the following website: http://www.landtrustalliance.org/learning/sp/land-trust-standards-and-practices

6.2. CONFLICT OF INTEREST

It is in the best interests of the Texas Cave Management Association ("TCMA") to identify and address any actual or perceived conflicts of interest. This conflict of interest policy ("CIP") is to help directors, officers, employees and volunteers of the TCMA identify situations that present potential conflicts of interest.

A. Definitions.

1. A "**Conflict of Interest**" is any circumstance defined in Section 2.a below.

2. An "**Interested Person**" is any person serving as an officer, employee, volunteer, member of the Board of Directors, a major donor, or anyone else who is in a position of control over TCMA, or TCMA assets, activities or expenditures.

3. A "**Family Member**" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.

4. A "**Financial Interest**" in an entity is a financial interest of any kind which is substantial enough that it reasonably could affect an Interested Person's or Family Member's judgment.

5. A "**Contract or Transaction**" is any agreement involving the sale, purchase, or lease of goods and/or services; the provision of a loan or grant; or the exercise of control over another organization or entity that may confer or receive a benefit of value from TCMA. The making of a gift to TCMA is not a Contract or Transaction.

Note: Conflict of interest can arise with individuals other than Family Members, as when an employer, employee, or close personal friend is involved.

B. Recitals

1. **Conflict of Interest.** For purposes of this policy, it is a Conflict of Interest if a director, board member, officer, employee or volunteer:

    1. is a party to a contract with TCMA for goods or services.

    2. has a material financial interest in a transaction between TCMA and an entity in which they are associated,

    3. is engaged in or has a financial interest in a business or enterprise that competes with TCMA.

2. **Gifts, Gratuities and Entertainment**. Accepting gifts, entertainment or other favors can also result in a conflict or duality of interest where it might be inferred that such action or

gift was intended to influence the interested person. This does not preclude the acceptance of items or entertainment of nominal value not related to any particular transaction. Nominal value for purposes of this policy would be a value not to exceed fifty dollars and no cents ($50.00).

An exception to a financial conflict of interest, as defined in subsections a and b above, can be granted if the details of any proposed transaction are presented to the board of directors, and the directors duly approve any such transaction.

C. Procedures.

Prior to board or committee action, a director or committee member having a Conflict of Interest shall disclose all facts and documentation material to the Conflict of Interest to the board. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that board members, staff or other volunteers have a Conflict of Interest, relevant facts and documentation material to the Conflict of Interest must also be disclosed to the board.

1. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting, and the disclosure shall be reflected in the minutes of the meeting.

2. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

3. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a board meeting shall not be counted in determining the presence of a quorum. The person having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

4. Interested Persons shall disclose any Conflict of Interest related to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect TCMA’s participation in such Contract or Transaction.

When it is unclear whether or not a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances board, and the board shall determine whether full board discussion is warranted.

D. Confidentiality.

Individuals shall exercise care not to disclose confidential information acquired in connection with disclosures of Conflicts of Interest or potential conflicts. Furthermore, individuals shall not disclose or use information relating to the business of TCMA for their personal profit.

E. Review

Each director, officer, employee, preserve manager and executive volunteer shall be given a copy of this Conflict of Interest Policy and shall review the Policy and execute the acknowledgement below certifying that they have read, understood and agreed to the Policy..

Annually each director, officer, employee preserve manager, and any volunteer with executive authority shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to TCMA. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the board, and any committee members appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy or mandated by legal requirements.

This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all affected.

6.3. PRIVACY POLICY

A. Full Statement

The TCMA is committed to using any information visitors, members, and customers give us in a responsible manner.

Information collected by TCMA will be used only by the TCMA as approved by the Board. The TCMA may make contact information available only to TCMA members, except in the case of TCMA officers, committee and commission chairmen, and others who agree to have their contact information posted on the TCMA Web page because of their role within the Association. The TCMA will not rent or sell any information to non-affiliated organizations or businesses. TCMA may use contact information to send news about or offer membership in the Association or affiliated organizations.

Labels with members' or visitors' postal addresses may be provided only to affiliated organizations, activities, committees or commissions, and for a specific purpose and a one-time use, as approved by the Board.

Lists of members' or visitors' e-mail addresses will not be shared or distributed. E-mail addresses may be used by the TCMA to contact members and visitors. Affiliated organizations, activities, committees or commissions, as approved by the Board, may use TCMA electronic systems to contact members or visitors. No list of email addresses will be provided.

Information collected on TCMA store customers will be kept confidential, used solely by the TCMA, and not provided to another organization or company. Web cookies will not be used to store personal information.

Financial information collected from TCMA members and customers will not be kept on the TCMA Public Web site, and will not be made available to anyone except when permitted or required by law for fraud investigation. In this case, we may share information with governmental agencies or other companies assisting us in criminal investigation, but the information is not provided to these agencies or companies for marketing purposes.

Requests by members not to be included on any lists provided to affiliated organizations or otherwise included in information available to members or in the public domain will be honored.

Policy subject to change without notice and the website version supersedes all other copies.

B. Short Statement

TCMA Privacy Statement: Protecting your personal information is important to the TCMA. Our member, visitor and customer information is used solely by the TCMA (membership records, membership or donation solicitations, shirt orders, affiliated organization announcements and solicitations, donation records, etc.) The TCMA will not sell any of our

members’ or customers' information to companies and/or non-affiliated organizations. For full disclosure, please see the TCMA Privacy Policy at www.tcmacaves.org/privacy

Texas Cave Management Association
Policies and Procedures Manual

7. FORMS

(For formatting purposes, forms are located in separate files)