

ARTICLE 12 Conflicts of Interest

- (1) 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 or director of the corporation 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.
- (2) **Definitions:**
 - (a) **Interested Persons** - Any Director, Officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below is an interested person.
 - (b) **Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (1) ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (2) compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (3) potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or appropriate governing committee decides that a conflict of interest exists.
- (3) **Procedures:**
 - (a) **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;
 - (b) **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, the remaining Board or committee members shall decide if a conflict of interest exists.
 - (c) **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;

2. 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;
3. After exercising due diligence, the Board or committee shall determine whether the Corporation 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;
4. 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 or members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with that determination, the Board or committee shall make its decision as to whether to enter into the transaction or arrangement.

(d) **Violations of the Conflicts of Interest Policy:**

1. 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.
2. 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.

- (4) **Records of Proceedings** - The minutes of the Board and all committees with board-delegated powers shall contain: (1) the names of the person(s) 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; and (2) the names of the persons who were present for discussions and voting relative 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.

(5) **Compensation:**

- (a) A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation;
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

Corporation for services is precluded from voting on matters pertaining to that member's compensation.

- (c) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- (6) **Annual Statements** - Each director, Officer and member of a committee with governing 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 the Corporation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- (7) **Periodic Reviews** - To ensure the Corporation 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 arms-length bargaining.
 - (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation'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.
- (8) **Use of Outside Experts** - When conducting the periodic reviews as provided for in section (7), the Corporation 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.

ARTICLE 13 Amendments

- (1) **Articles of Amendment** - The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation) by a vote of two-thirds of Directors present at a meeting where a quorum is present.
- (2) **Bylaws** - These Bylaws may be altered or amended in whole or in part, or repealed and new Bylaws may be adopted by a majority of the Directors present at any Annual Meeting or any Special Meeting, if at least three (3) days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s). Any duly approved amendments or new bylaws shall become effective upon adoption.