Bylaws

[Cross Timbers] Chapter
Texas Master Naturalist Program

Adopted [_____]

[This state Bylaws template must be used by all Texas Master Naturalist chapters to adopt and amend their Chapter Bylaws according to Article X, Adoption and Amendment of Bylaws. The effective date of this state Bylaws template is January 1, 2023]

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Chapter Bylaws
[Cross Timbers_____] Chapter
Texas Master Naturalist Program

ARTICLE I
Chapter Relation to State Program/Organization

A. **Parent Organization -** The parent organization is the Texas Master Naturalist™ Program, also referred to in this document as TMN Program.

B. **State Program Sponsors -** Sponsors for the statewide TMN Program are the Texas Parks & Wildlife Department (TPWD) and Texas A&M AgriLife Extension (AgriLife Extension).

C. **State Committee -** The TMN state committee is composed of certified TMN volunteers and employees of TPWD and AgriLife Extension. The committee sets the minimum standards and curriculum requirements of the statewide program. The committee also reviews and approves new chapter development and educational curriculum.

D. **State Coordinator -** The TMN state program coordinator manages the day-to-day activities of the state program, provides guidance to all chapters, and assists new chapters to become operational. The coordinator has authority to oversee and audit any TMN chapter's practices and procedures for compliance with state documents and may exercise appropriate remedial action as required up to and including dissolution of a chapter.

E. **Commitment to TMN State Program Requirements -** In return for the general supervision, guidance, supplies, resources, and assistance afforded by the statewide TMN Program, a chapter agrees to comply with all requirements, guidelines, and standards and to facilitate the production of an annual report conforming to requirements set forth by the TMN state office.

F. **Bylaws Compliance -** All TMN chapters must adopt *Chapter Bylaws* using only the language specified in the state bylaws template, selecting from two chapter-specific options, 1) term of officers [see Article V, G] and 2) the Addendum for 501 (c) (3) Chapters. *Bylaws* adoptions and amendments must follow the procedures stated in Article X.

G. **Revocation Compliance -** In the event a chapter ceases to follow TMN program guidelines, the chapter agrees to abide by revocation of the chapter's charter as well as the right to use the Texas Master Naturalist name, title, and trademarks.

ARTICLE II
Chapter Sponsors, Partners, and Donors

A. **Chapter Sponsors -** Chapter sponsors of the TMN Program are permanent and committed to a long-term relationship with the chapter. Chapter sponsors provide advisors to the chapter. Local chapter sponsors are identified through the chapter's charter application.

B. **Partners -** Partners for a chapter of the TMN Program are providers of resources in exchange for volunteer service. Partners and the resources provided for a chapter of the TMN Program are outlined

in the chapter's annual reporting to the TMN state office and the state committee. Partners for the local chapter may change on a regular basis depending on the project needs of the community and the resource needs of the chapter.

C. **Donors -** Donors to a chapter of the TMN Program are those businesses, organizations or persons giving, donating, or presenting money or supplies for chapter activities for no return compensation from the chapter. Donors and their donations are described through the chapter's annual reporting to the TMN state office and the state committee.

ARTICLE III
Chapter Purpose

A. **Purpose -** A chapter is not organized for profit, nor shall any of its net earnings inure in whole or in part to members, employees, or other individuals. In support of the TMN Program's sponsoring agencies, TPWD and AgriLife Extension, this chapter shall be an educational, non-profit, volunteer organization dedicated to fulfilling the TMN Program's mission: ***To develop a corps of well-informed volunteers to provide education, outreach, and service dedicated to the beneficial management of natural resources and natural areas within their communities for the state of Texas***.

B. **Objectives -** A chapter's main objectives are the following:

1. **Natural Resource Service -** To provide, promote and fulfill volunteer service while recognizing and utilizing sound natural resource management, enhancement, and conservation practices in accordance with the sponsors' and program's missions

2. **Public Understanding -** To improve public understanding of natural resource conservation, ecology, and management by developing a pool of knowledgeable volunteers who will promote and enhance such efforts within their local communities

3. **Education and Outreach -** To enhance existing natural resource technical guidance and outreach activities of the sponsoring agencies by providing natural resource advanced training, thereby developing a supply of dedicated and informed volunteers who can share their increased knowledge, awareness and expertise through peer-to-peer technical guidance and outreach at the local level

4. **Volunteer Network -** To develop a confident and knowledgeable TMN volunteer network that can be self-sufficient to carry out the mission of the TMN Program while aiding the missions of TPWD and AgriLife Extension.

C. **Advocacy Prohibition -** No part of the activities of a TMN chapter or of an individual member shall be devoted to advocacy, lobbying, politically or privately promoting issues, agendas, or businesses and personal endeavors, by propaganda or otherwise, using the Texas Master Naturalist name.

ARTICLE IV
Membership

A. **Membership Requirements**

1. Membership in the chapter is open to individuals aged 18 or over, based on the equal opportunity policies of the state sponsoring agencies, TPWD and AgriLife Extension.

2. To become a Texas Master Naturalist, an individual must enroll in the Initial Training course offered by the local chapter.

3. Members are required to pass a criminal background check approved by either of the state sponsoring agencies before they can volunteer.

B. **Member Categories**

1. **Texas Master Naturalist Member-in-Training -** Volunteer participant in a chapter's Initial Training course from the first day of class and continuing until the trainee has completed the state-mandated initial training course requirements

2. **Texas Master Naturalist Member** -Volunteer who has not yet met the requirements for initial certification or a previously certified Texas Master Naturalist who has not completed annual recertification requirements for more than one year

3. **Certified Texas Master Naturalist** - Member who has completed the initial certification requirements or annual recertification requirements [Reference *Chapter Management and Operations Protocols (CMOP),* section 4]

C. **Voting Privileges -** TMN members in all categories who are in good standing for the current fiscal year have voting privileges. Good standing is defined as current in dues, if required, and in compliance with the *Texas Master Naturalist Code of Ethics* and *Standards of Conduct*.

D. **Membership Transfer -** Transfer to or from the chapter shall follow procedures listed in the *CMOP*.

E. **Multiple Chapter Membership** - Membership in multiple chapters is not permitted.

F. **Disciplinary Action or Termination**

1. **Voluntary Termination -** A member may voluntarily terminate membership in the TMN Program by communicating that request in writing or by electronic means to the chapter board.

2. **Disciplinary Action or Removal -** Removal of a member from the membership roll or disciplinary action of a member shall follow the steps in the *TMN Process for Disciplining or Removing Members* document.

G. **Honorary Designation** - An honorary Texas Master Naturalist is a person who has made a substantial contribution to the furtherance of the state program or activities of the chapter. Candidates for honorary designation may be submitted by any chapter member to the chapter board for approval. With board approval, the candidate will be placed before the general membership for a vote. Honorary designation shall be approved by the affirmative two-thirds vote of the members present at any general membership meeting. Honorary Texas Master Naturalists do not pay chapter dues and are not entitled to vote or hold a board position.

ARTICLE V
Officers and Other Board Members

A. **Officers -** The officers of the chapter shall be the president, vice president, secretary, and treasurer. The officers shall be elected by the chapter membership at the last general membership meeting of the calendar year prior to their assuming office.

B. **Chapter Advisors -** Advisors are typically staff members of TPWD or AgriLife Extension who are based in the chapter's region. A chapter advisor is a member of the board. When a vacancy arises in an advisor position, the replacement is selected by the chapter board in consultation with the TMN state office. The role of the chapter advisor is described in detail in the *CMOP*. In summary, they

- Assist the chapter in upholding the mission, goals, objectives, operational framework and activities of the TMN statewide program.
- Ensure that the chapter operates under the mission, goals and objectives of TPWD and AgriLife Extension.

C. **Other Board Members -** In addition to the officers and chapter advisor, a chapter's board must include the following. Specific responsibilities of each are described in the *Chapter Operating Handbook (COH).*

- State representative
- Immediate past president
- Directors

D. **Elections**

1. **Officers Elected -** The only elected positions are those of the officers. [See Article V, A]

2. **Election Process**
   a. **Nomination -** The nominating committee, chaired by the immediate past president with a minimum of two additional members selected by the president and approved by the board, shall submit a slate of officer candidates to the president. The slate is then presented to the chapter membership in writing or by electronic means at least 15 days prior to the last general membership meeting of the year.
   b. **Nominations from the Floor -** Nominations for all positions will be accepted from the floor prior to the vote.
   c. **State Oversight -** The TMN state program coordinators may provide oversight and additional input to an individual chapter's nomination process.
   d. **Election -** The election shall take place as stated in the *COH* at the last general membership meeting of the calendar year. Winners are determined by a simple majority of members in attendance.
   e. **Single Candidate -** If only one candidate is nominated for an office, that candidate may be elected by a simple motion to approve.
   f. **Assumption of Office -** The new officers shall assume their duties in January in the year following their election.

E. **Appointments**

1. **Appointed Positions -** All board positions other than the officers, immediate past president, and advisors are appointed positions.

2. **Training Class Director Appointment -** As soon as the chapter's Initial Training course is completed, the nominating committee or an ad-hoc committee selected by the sitting president shall recommend candidates for the next training class director. Candidates shall be presented to the sitting board for confirmation. Newly appointed training class directors shall assume their duties immediately upon confirmation.

3. **Appointment Process for Directors**
   a. **Recommendation of Candidates -** The incoming president shall recommend candidates for vacant board positions to the new officers following their election. The president may use the nominating committee or may appoint a separate ad hoc committee to recommend director candidates for consideration.
   b. **Selection -** All appointed positions must be confirmed by a majority vote of the newly elected officers, immediate past president, and advisor prior to the end of the calendar year in which they are elected.
   c. **Assumption of Office -** The newly appointed board members shall assume their duties in January of the year following their appointment.

F. **Terms and Limits -** All members of the board of directors shall serve for a period of **12 months** as determined by the chapter. All board members are eligible for re-election or re-appointment.

G. **Vacancies -** If any officer or other member of the board of directors resigns or is unable to fulfill the duties of the office, the president shall select a candidate qualified to fill the vacancy for the remaining term of the board position and present the candidate to the full board for approval. A majority vote of the board members shall be considered approval.

H. **Removal of Officers and Board Members**

1. **Attendance -** Any officer absent from three consecutive board of directors meetings without notice or excused absence shall be subject to removal by a simple majority vote of the board of directors. Any board member other than an officer absent from three consecutive board of directors meetings without notice or excused absence shall be subject to removal by a simple majority vote of the officers of the chapter.

2. **For Cause -** Any officer in serious malfeasance of their responsibilities or behavior inconsistent with the principles of the TMN chapter may be removed from office by a two-thirds vote of the remaining board of directors. Any board member other than an officer in serious malfeasance of their responsibilities or behavior inconsistent with the principles of the TMN chapter may be removed from office by a two-thirds vote of the officers of the chapter.

ARTICLE VI
Board of Directors and Executive Committee

A. **Board**

1. **Composition -** The board of directors shall include the officers, the state representative, the immediate past president, the advisors, and other board members as described in the *COH.*

2. **Authority**

a. The board of directors shall have the power to conduct the business of the chapter as defined in these *Bylaws*.
b. **MOUs, MOAs, and Contracts -** Before entering into a contract, Memorandum of Understanding or Memorandum of Agreement, the board must submit the document to the TMN state office for review and approval.
c. **Authority Boundaries -** All resolutions and actions that do not fall within the assigned duties of the board of directors or are not assigned by these *Bylaws* will be presented to and voted upon by a quorum of the general membership at a duly called and convened general membership meeting.

3. **Nomenclature -** The term board when used in these *Bylaws* in relation to any power or duty requiring collective action, means board of directors.

4. **Eligibility -** All board members must be TMN members in good standing at the time of election or appointment. Officers must be Certified Texas Master Naturalists. The only exception is that the advisor does not have to be a Texas Master Naturalist. Good standing is defined as current in dues and in compliance with the *Texas Master Naturalist Code of Ethics* and *Standards of Conduct*.

5. **Voting -** All members of the board have full voting privileges. Resolutions or actions of the board of directors shall be effective if passed by the majority vote (or two-thirds if applicable) of those board members present at a duly called and convened meeting of the board of directors, subject, however, to the quorum requirements listed in Article VII.

6. **Compensation -** Board members will receive no compensation for serving on the board other than expenses that are approved by the board.

B. **Executive Committee**

1. **Composition** - The executive committee shall include the officers of the chapter.

2. **Authority -** In the event that board action is required before a board meeting can be called or the matter does not warrant calling a special meeting, the executive committee may take action with the same authority and boundaries as the board. Such action must be reported to the entire board within one day of taking the action.

ARTICLE VII
Meetings

A. **General Membership Meetings**

1. **Frequency -** General membership meetings or other chapter-sponsored activities will be held at least once every two months. Special meetings may be called at the discretion of the president.

2. **Time and Location -** Meetings shall be conducted at a time and location designated by the board of directors.

3. **Notification -** The chapter membership shall be notified of all meetings at least 10 days prior to the meeting.

4. **Quorum -** Those voting members present at each duly called and convened meeting shall

constitute a quorum.

5. **Governance -** The acts of the majority of the voting members present at each duly called and convened meeting shall be the acts of the general membership.

6. **Alternate Format -** Meetings may be held remotely/virtually (by electronic means) so long as a quorum is present, and the electronic media permits the democratic participation of all attendees.

7. **Last General Membership Meeting -** Election of officers will be held at the last general membership meeting of the calendar year *{every year or every 2 years, depending on the term of office the chapter has selected}.*

B. **Special General Membership Meetings**

1. **Calling a Special Meeting -** A special meeting may be called at the discretion of the board of directors.

2. **Notification -** Special meetings shall be announced to members by phone, mail, email, or other equivalent means at least two days before the meeting date.

3. **Quorum -** A quorum is 25% of the voting members.

4. **Alternate Format -** Meetings may be held remotely/virtually (by electronic means) so long as a quorum is present, and the electronic media permits the democratic participation of all attendees.

C. **Board Meetings**

1. **Frequency -** The board of directors may meet as often as required but shall meet at least quarterly.

2. **Time and Location -** Meetings shall be conducted at a time and location designated by the board of directors.

3. **Notification -** The chapter membership shall be notified of all board meetings at least 10 days prior to the meeting.

4. **Open meeting -** Attendance at the meeting shall be open to the public as well as all chapter members.

5. **Quorum -** A majority of the board members shall constitute a quorum.

6. **Alternate Format -** Meetings may be held remotely/virtually (by electronic means) so long as a quorum is present, and the electronic media permits the democratic participation of all attendees.

D. **Board Action Without a Meeting**

1. **Rationale -** If board action is required before a meeting can be called or the matter does not warrant calling a special meeting, board action may be taken without a meeting.

2. **Voting -** Action may be taken by phone or email by an affirmative vote of a simple majority of the voting members of the board. Such action must be reported to the entire board within one day of taking the action.

ARTICLE VIII
Texas Master Naturalist Code of Ethics and Standards of Conduct

A. **Compliance -** All members of the chapter will adhere to the *Code of Ethics* and *Standards of Conduct* as established by the TMN Program.

B. **Violation -** Violation of either the *Code of Ethics* or the *Standards of Conduct* is a serious matter that reflects unfavorably on the entire chapter. A formal process to investigate a charge of misconduct against a member of any status, as well as disciplinary actions for those found in violation of the *Code of Ethics* or *Standards of Conduct* has been established by the TMN Program and will be used to deal with these violations. [Reference *CMOP* section 8 and *Process for Disciplining or Removing Members*]

ARTICLE IX
Financial Controls

A. **Fiscal Year -** The fiscal year shall be from January 1 through December 31.

B. **Chapter Funds**

1. **Signature Authority -** The treasurer and the president must be authorized signers on the chapter's bank account. At least one other officer, designated by the board, should also be an authorized signer on the account.

   The treasurer shall sign all checks, drafts, or other instruments for payment of chapter money or notes up to $1,000.00. For any payment of $1,000.00 or greater, the president must provide written authorization in advance, and the payment instrument must be co-signed by the president or the other designated officer. If the treasurer is unable to sign, the president or the designated officer will sign all payment instruments.

2. **Expenditure Limits -** Expenditure limits shall be established and approved by the board of directors as set forth in the *COH*.

C. **Financial Examination -** The chapter will conduct an annual examination of the financial records of the chapter to review the chapter's financial activities since the prior examination. The treasurer will present the chapter financial records to the ad hoc financial examination committee. Results of the financial examination will be reported to the board of directors for approval. The report or a summary thereof may also be presented at the next general membership meeting.

D. **Contributions, Donations, and Grants**

1. **Authority -** The chapter is authorized to accept and receive contributions, donations, and grants from any source.

2. **Endorsement -** Acceptance of any grant or gift, restricted or unrestricted, does not imply any form of endorsement by the chapter for the source, services, products, or policies. Nor does it imply any past, present, or future benefit to be granted by the chapter.

3. **Right of Refusal -** It will be the general policy of the chapter to accept contributions from any source. However, the chapter retains the right to refuse any gift where, in the judgment of the board of directors, the reputation or perceived image of the grantor may be deemed injurious to the chapter.

E. **Contracts and Memorandums of Understanding or Agreement -** Before entering into a contract, MOU or MOA, the board must submit the document to the TMN state office for review and approval. Acceptance of any contract will not imply any endorsement, benefit or product beyond the deliverable services and products expressly contained in the contract.

ARTICLE X
Adoption and Amendment of Bylaws

A. **State Bylaws Template -** The TMN Program provides a template for all chapters to use to adopt *Chapter Bylaws.* The *Bylaws* must be adopted verbatim from the template, with these two options permitted: 1) selecting 12 months or 24 months for the term of officers and 2) adding an Addendum for 501 (c) (3) Chapters. Chapters that do not desire to meet additional requirements to be recognized as a tax-exempt organization may or may not adopt the Addendum for 501 (c) (3) Chapters.

B. **Revisions to Bylaws –** Revisions to the *Chapter Bylaws* will be collected by the state office, considered, and incorporated in the following Bylaws Amendments as needed. Chapters may submit suggestions for this review as outlined by the TMN state office.

C. **Amendments –** Each subsequent revision of the *Chapter Bylaws* is done at the state office level, thus resulting in an Amendment of the *Chapter Bylaws*. Chapters may not add additional amendments to these *Chapter Bylaws* outside of the revision process.

D. **Approval Before Vote -** To ensure consistency, continuity, and adherence to statewide guidelines, the initial *Chapter Bylaws* and any subsequent amendments must be submitted in writing for review by the chapter advisors and then by the TMN state program coordinators. *Bylaws* must be approved by the advisor and the TMN state office before being submitted to the chapter's general membership for a vote.

E. **Notification -** Chapter membership must be notified at least 15 days in advance that proposed adoption of *Bylaws* or amendments are to be considered. Notice must be in written form via conventional mail, email, or other equivalent means and must include the date, time, and place of the meeting.

F. **Membership Vote -** *Chapter Bylaws* shall be adopted (or amended as described above) by a two-thirds vote of members constituting a quorum.

G. **Adoption Notification** – Chapters will submit their adoption notice to the TMN state office with a copy of their chapter meeting minutes documenting the vote record within 30 days of membership vote.

ARTICLE XI
Dissolution

A. **Dissolution Procedures** - The chapter may be dissolved in one of the following ways:

1. **By the Membership**
   a. Prior to a vote on dissolution, the TMN state office must approve the proposed dissolution.
   b. The proposal for dissolution must be presented to the membership at a regular or special meeting with 30 days advance notification.
   c. A vote of two-thirds of the members in good standing present at the regular or special meeting is required for dissolution.
   d. A letter must be submitted to the TMN state office stating the results of the vote and why the chapter chose to dissolve.

2. **By the TMN State Office**
   a. This action shall be taken for reasons of gross malfeasance or serious violation of the *Code of Ethics* and *Standards of Conduct* of the TMN organization by the chapter and the belief that the situation is endemic and irreconcilable within the chapter.
   b. The TMN state program coordinators will give notice of this action to the chapter president and board of directors.

3. **Merger with Another Chapter -** As an alternative to dissolution, a chapter may petition the TMN state program coordinators to dissolve the chapter and to merge with an adjoining chapter. The acquiring chapter's membership and board of directors must agree to the merger and formally approve the acquisition. The dissolving chapter's request must follow the procedures in Article XI, A, 1.

B. **Distribution of Remaining Assets**

1. **Dissolution via ARTICLE XI, A, 1 or 2 -** Upon the dissolution of the chapter, its net remaining assets shall be distributed to the TMN state program coordinators to continue support and resources for the chapters and statewide program or to other non-profit or charitable organizations involved in our TMN activities as approved by the chapter's advisors and the TMN state program coordinator.

2. **Dissolution via ARTICLE XI, A, 3 -** The chapter requesting dissolution may petition the TMN state coordinator to transfer its remaining assets to the acquiring chapter, to be held in trust for a nominal period of time, to be utilized by the acquiring chapter to support activities in counties of the dissolving chapter to support activities consistent with the mission of the TMN Program. At the end of that nominal period, the remaining funds would become the assets of the acquiring chapter.

Addendum for 501 (c) (3) Chapters
Conflict of Interest

Article I – Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization 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 governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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 the organization has a transaction or arrangement, b.) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or c.) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

   a. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
   b. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

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 governing 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 governing 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 governing 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 governing board or committee shall determine whether the organization 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 governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization'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 Conflict-of-Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict 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 governing 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.

Article IV – Records of Proceedings

The minutes of the governing board and all committees with board-delegated power 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 decision as to whether a conflict of interest in fact existed
b. The names of the persons who were present for the 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 governing board who receives compensation, directly or indirectly, from the organization 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 the organization for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, 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 governing board-delegated powers shall annually sign a statement that affirms such person:

a. Has received a copy of the conflict-of-interest policy
b. Has read and understands the policy

c. Has agreed to comply with policy
d. Understands the organization 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

Article VII – Periodic Reviews

To ensure the organization 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 the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurnment, 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, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.