BYLAWS

Highland Lakes Chapter

Texas Master Naturalist Program™

December 11, 2014

BYLAWS
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BYLAWS
Highland Lakes 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™ or "State Program".

B. State Program Sponsors. Sponsors for the statewide Texas Master Naturalist volunteer program are the Texas Parks & Wildlife Department and Texas A&M AgriLife Extension. Sponsors in the Texas Master Naturalist program are those agencies or organizations taking responsibility for the state and local Chapter.

C. State Committee Role. The State Committee is comprised of Certified Texas Master Naturalist volunteers and employees of the Texas Parks & Wildlife Department and Texas A&M AgriLife Extension. The State 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. Texas Master Naturalist State Coordinator Role. The Texas Master Naturalist State Coordinator manages the day to day activities of the State Program and provides guidance to all chapters and assists new chapters to become operational. The Coordinator has oversight authority to oversee and audit any Texas Master Naturalist Chapters' practices and procedures for compliance to State Documents and may exercise appropriate remedial action as required up to and including disbanding the offending Chapter.

E. Commitment to Texas Master Naturalist State Program Requirements. In return for the general supervision, guidance, supplies, resources, and cooperative helpfulness afforded by the statewide Texas Master Naturalist Program a Chapter of the Master Naturalist Program agrees to comply with all requirements, guidelines, and standards and to produce and submit an annual report conforming to the standards set forth by the TMN State Committee.

F. Bylaws Compliance. All Texas Master Naturalist Chapters must adopt Chapter Bylaws using only the language specified in the State Bylaws Template selecting two Chapter specific options, 1) concerning the 'Term of Officers' (see Bylaws, Article V, G.) and 2) the Addendum for 501 (c) (3) Chapters. Chapter Bylaws adoptions and amendments must meet the procedures stated in Article X, Adoption and Amendment of Bylaws.

G. Revocation Compliance. In the event this chapter ceases to follow Master Naturalist state program guidelines the Chapter agrees to abide by revocation of the chapter's Charter along with the right to use the Texas Master Naturalist name, title and trademarks.

ARTICLE II
Chapter Sponsors, Partners and Donors

A. Chapter Sponsors. Chapter Sponsors for a Chapter of the Texas Master Naturalist program are permanent and committed to a long-term relationship with the Chapter. Chapter sponsors provide advisors to the chapter. Local Chapter sponsors have been identified through the Chapter's Charter Application.

B. Partners. Partners for a Chapter of the Texas Master Naturalist program are providers of resources in exchange for volunteer service. Partners and the resources provided for a Chapter of the Texas Master Naturalist program are outlined in the Chapter's Annual Report to the State Program 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 of a Chapter of the Texas Master Naturalist 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 reported through the Chapter's annual report to the State Program Office and the TMN State Committee.

ARTICLE III
Purpose

A. Overall 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 Texas Parks & Wildlife Department and Texas A&M AgriLife Extension, this Chapter shall be an educational, non-profit, volunteer organization dedicated to fulfilling the state 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 with objectives of 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 partners' and program's mission.

2. Public Understanding. To improve public understanding of natural resource ecology and management by developing a pool of local knowledge about natural resource ecology that can be used to enhance education efforts within local communities.

3. Enhance Education and Outreach. To enhance existing natural resources education and outreach activities by providing natural resources training at the local level, thereby developing a supply of dedicated and informed volunteers.

4. Volunteer Network. To develop a Texas Master Naturalist volunteer network that can be self-sufficient.

B. Advocacy Prohibition. No part of the activities of the Chapter shall be devoted to advocacy, lobbying, politically or privately promoting issues, agendas or businesses and personal endeavors, by propaganda or otherwise, using the Master Naturalist name or themselves as a Texas Master Naturalist.

ARTICLE IV
Membership

A. Membership Requirements

1. Minimum Statewide Requirements. Membership in the Chapter shall be achieved by completing the Texas Master Naturalist State minimum requirements of 40 hours of combined classroom and field experiences, 8 hours of Advanced Training and 40 hours of volunteer service. (Reference 'Master Naturalist™ Program ', Chapter Management Guidelines, Requirements section)

2. Membership in the Chapter is open to qualifying individuals regardless of race, age (must be 18 years of age or older), sex, religion, disability, or national origin.

B. Member Categories

1. Texas Master Naturalist Member-in-Training. Volunteer Participant of an official class from the first day of class to the end of the training period continuing until the Trainee has completed the Chapter Training requirements.

2. Texas Master Naturalist Pledge. Volunteer Participant who has completed the Chapter Training requirements and has yet to complete the State or Chapter minimum Certification requirements for advanced training and volunteer service to become 'Certified' within the calendar year following the end of the training period.

3. Certified Texas Master Naturalist. Volunteer or previously Certified Texas Master Naturalist who has completed the State or Chapter minimum Certification requirements (Reference 'Master Naturalist™ Program', *Chapter Management Guidelines*, Certification section) for advanced training and volunteer service hours for the year.

4. Texas Master Naturalist Member. Volunteer who has previously been a Certified Texas Master Naturalist but has not yet to complete the required volunteer service of 40 hours, and an additional 8 hours of Advanced Training toward re-certification requirements for more than one year.

C. Voting Membership. Voting membership in the Chapter shall be extended to Texas Master Naturalist Member-in-Training, Texas Master Naturalist Pledge, Certified Texas Master Naturalists, and Texas Master Naturalist Members in "Good Standing" for the current fiscal year. "Good Standing" is defined as current in dues, if required, and in compliance with Master Naturalist Code of Ethics and Standards of Conduct.

D. Honorary Membership. An Honorary Texas Master Naturalist is a person who has made a substantial contribution to the furtherance of the activities of the Chapter. The candidate typically is not a Texas Master Naturalist. Honorary Members shall be entitled to all of the

privileges as a Texas Master Naturalist Member of the Chapter without payment of dues, including the right to vote as a Member of the Chapter.

The names of candidates for Honorary Membership may be submitted, by any Chapter Member, to the Chapter Board for approval. With Board approval, the candidate for Honorary Membership will be placed before the general membership for a vote. Honorary members shall be selected by the affirmative two-thirds voice vote of the membership present at any General Membership Meeting..

E. Disciplinary Action or Termination

1. Voluntary Termination. A member may voluntarily terminate membership in the Master Naturalist program by written communication to the Chapter Board of Directors.

2. Disciplinary Action or Removal. Removal of a member from the membership roll or disciplinary action of a member shall follow the Master Naturalist™ program Chapter Management Guidelines section on Policy and Procedures for the Disciplining and/or Removal of Members.

F. Membership Transfer. Transfer to or from the Chapter should follow the Master Naturalist™ program Chapter Management Guidelines section of Membership Transfer.

G. Multiple Chapter Membership. Membership in Multiple Chapters is not permitted.

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.

B. Chapter Advisors.

1. Home Base. Advisors are typically staff members of the Texas Parks & Wildlife Department and/or Texas A&M AgriLife Extension.

2. Board Membership and Vacancies. Chapter Advisors are permanent members of the Board. When a vacancy arises in an Advisor position, the replacement is selected collaboratively between the TMN state coordinator, the Chapter President and the exiting Advisor.

3. Duties.
   a. Assists the Chapter in upholding the missions, goals, objectives, operational framework and activities of their respective agency/organization and the Master Naturalist statewide program.
   b. Ensures that the Chapter operates under the mission, goals and objectives of the Texas Parks & Wildlife Department and/or Texas A&M AgriLife Extension.

C. State Representative – Duties

1. Represent the Chapter in State level matters of the Texas Master Naturalist program

2. Attend the semi-annual State Volunteer Representatives Council meetings.

D. Other Board Members. Other Board Members must include the Past-President position and other Board Members as required in the Chapter Operating Handbook.

E. Election of Officers

1. Officers Elected. The only elected positions are those of the Officers.

2. Election Process
   a. Nomination. The Officer Nominating Committee, chaired by the Past-President with a minimum of two additional ad-hoc members who are selected by the President with Board approval, shall submit a slate of candidates for Officers to the President. The President must publish the slate to the Chapter membership in writing 15 days prior to the last General Membership Meeting before the end of each calendar year.
   b. State Coordination. The State Master Naturalist Coordinator(s) may provide oversight and additional input to an individual Chapter's nomination process.
   c. Nominations from the Floor. Nominations for all positions will be accepted from the floor prior to a vote at the last General Membership Meeting of the calendar year.
   d. Election. The election shall take place by secret ballot, or as stated in the local Chapter Operating Handbook, at the last General Membership Meeting of the calendar year and winners determined by a simple majority.
   e. Single Candidate. If only one candidate is nominated for an office, that candidate may be elected by voice vote.
   f. Assumption of Office. The newly elected Officers shall assume their duties within the month of January of the following calendar year.

F. Appointment of Board Members

1. Appointed Positions. All positions other than the Officers, Past-President and Advisors are appointed positions.

2. New Class Director Appointment. The Officer Nominating Committee or an ad-hoc committee selected by the sitting President shall recommend candidate(s) for the New Class Director position to the sitting Board for confirmation following the last formal training class session of each year. The New Class Director shall assume his/her duties following appointment and confirmation by the sitting Board.

3. Appointment Process for Board Members other than New Class Director
   a. Recommendation of Candidates. The incoming President must recommend candidates for the appointed positions to the newly elected Officers following the last General Membership Meeting. The President may use the Officer Nominating Committee or may appoint a separate ad hoc committee to recommend candidates for his/her consideration.
   b. Selection. All appointed positions must be confirmed by a majority vote of the

newly elected Officers, Past-President and Advisor(s) 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 within the month of January of the following calendar year.

G. Terms and Limits. All members of the Board of Directors shall serve for a period of 12 months, and are eligible for re-election or re-appointment.

H. Vacancies. If any Officer or other member(s) of the Board of Directors resigns or is unable to fulfill their duties of the office, the President shall select a slate of candidates qualified to fill the vacancy and be approved by a majority vote of the remaining Board members for the remaining unexpired term of the vacancy.

I. Removal of Officers and Board Members.

1. Attendance. Any Officer absent from three consecutive Board of Directors meetings without notice and/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 and/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 Texas Master Naturalist 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 Texas Master Naturalist 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. Composition, Rights and Responsibilities

1. Board Composition. The Board of Directors shall include the Officers, the State Representative, the Advisors and other Board members as shown in the local Chapter Operating Handbook.

2. Authority. The Board of Directors shall have the power to conduct the business of the Chapter as defined in these Bylaws with the approval of the membership.

3. 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.

4. Nomenclature. The term "Board" when used in these Bylaws in relation to any power or duty requiring collective action, means "Board of Directors."

5. Eligibility. All Board members must be Texas Master Naturalist Members or Certified Texas Master Naturalists in "Good Standing" at the time of election. The only exception is that the Advisor(s) does not have to be a Texas Master Naturalist. "Good Standing" is defined as current in dues and in compliance with Master Naturalist Code of Ethics and Standards of Conduct.

6. 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 2/3rd 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 - "Meetings ".

7. 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. 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 ten 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 by teleconference or other remote electronic means, so long as a quorum is present and the electronic media permits the democratic participation of all Directors.

B. 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. Notification of each meeting shall be published in written form via conventional mail, email or other equivalent means to all members at least ten 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.

C. Last General Membership Meeting (Election of Officers)

1. Scheduling. The last general Chapter meeting of the calendar year will be known as the last General Membership Meeting.

2. Election of Officers. Election of Officers will be held at the last General Membership Meeting.

3. Quorum. Those voting members present at a duly called and convened last General Membership Meeting shall constitute a quorum.

D. Special 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, e-mail or other equivalent means at least two days before the meeting date.

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

E. Board Action Without a Meeting.

1. Rationale. In the event that 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 e-mail 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
Compliance with 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 Texas Master Naturalist 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 Texas Master Naturalist Program and will be used to deal with these violations.

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 or President shall sign all checks, drafts or other instruments for payment of Chapter money or notes up to $1000.00 for the Chapter. The Treasurer and President or the Treasurer and one other Officer approved by the Board shall sign all checks, drafts or other instruments for payment of money or notes of $1000.00 or greater for the Chapter. Writing multiple checks, drafts or other instruments for payment of Chapter money or notes to the same entity for the same purpose to avoid the two signature requirement is prohibited.

2. Expenditure Limits. Expenditure limits will be established and approved by the Board of Directors as set forth in the Chapter Operating Handbook.

C. Financial Examination. The Chapter will conduct an examination of the financial records of the Chapter prior to the last scheduled Board meeting of the calendar year to review the Chapter's financial activities since the prior examination. The Treasurer will present the Chapter Financial Books to an ad hoc Financial Examination Committee. Results of the financial examination will be reported to the Board of Directors for approval at the last scheduled Board meeting of the calendar year. The report or a summary thereof may also be presented to the membership at the first general membership meeting of the new calendar year.

D. Gifts and donations.

1. Authority. The Chapter is authorized to accept and receive contributions, donations, and grants from any and all sources.

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 benefit - past, present, or future - to be granted by the Chapter. Acceptance of any contract will not imply any endorsement, benefit or product beyond the deliverable services and products expressly contained in the contract.

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.

ARTICLE X
Adoption and Amendment of Bylaws

A. State Bylaws Template. The Texas Master Naturalist Program provides a template for all Chapters to use to adopt and amend individual Chapter Bylaws. All Chapter Bylaws must be uniform across all Chapters and are to be adopted verbatim by each Chapter selecting an option for the 'Term of Officers' and an option for an Addendum for 501 (c) (3) Chapters. Chapters that 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. Approval Before Vote. In order to ensure consistency, continuity and adherence of statewide guidelines, the initial Chapter Bylaws and any subsequent proposed amendments to Chapter Bylaws must be submitted in writing for approval by the Chapter Advisors and then the Director of the Texas Master Naturalist Program as a representative of the TMN State Committee before being submitted to the Chapter's general membership for a vote.

C. Notification. Notice of the proposed adoption of Chapter Bylaws and all proposed amendments to the Chapter Bylaws with the date, time and place of consideration shall be presented in written form via conventional mail, email or other equivalent means to members at least 30 days prior to consideration by the membership.

D. Membership Vote. These Bylaws may be amended by a two-thirds vote of members constituting a quorum after the proposed amendment has been approved by the Chapter's Advisors and the Director of the Texas Master Naturalist Program acting on behalf of the TMN State Committee.

ARTICLE XI
Dissolution

A. Dissolution Procedures. The Chapter may be dissolved via either of the following procedures:

1. By The Membership.
   a. Prior to a vote on dissolution, the State Director of the Texas Master Naturalist Program must approve the proposed dissolution.
   b. The proposal for dissolution must be presented at a regular or special meeting with 30 days announcement to the membership prior to the vote.
   c. A vote of 2/3 of the certified members present at the regular or special meeting is required for dissolution.

d. A letter must be submitted to the State Committee stating the results of the vote and why the Chapter chose to dissolve.

2. By The TMN State Committee.
   a. This action shall be taken for reasons of gross malfeasance or serious violation of the ethics and standards of conduct of the Texas Master Naturalist organization by the Chapter and the belief that the situation is endemic and irreconcilable within the Chapter.
   b. The Program Coordinator and State Committee will follow the procedures defined in the Chapter Management Guidelines.
   c. The Program Coordinator will give notice of this action to the Chapter President and Board of Directors.

3. Merger With Another Chapter. As an alternative, a Chapter may petition the State Program Coordinator to dissolve the Chapter and to merge with an adjoining Chapter. The acquiring Chapter's membership and Board of Directors must be in agreement with the merger and formally approve the acquisition. The 'dissolving' Chapter's request must follow the guidelines of ARTICLE XI ,paragraph 'A' 1.

B. Distribution of Remaining Assets.

1. Dissolution Via ARTICLE XI ,'A' 1 & 2. Upon the dissolution of the Chapter, its net remaining assets shall be distributed to the State Program Coordinator to continue support and resources for the Chapters and Statewide Program or to other non-profit or charitable organizations involved in our Master Naturalist program activities as approved by the Chapter's Advisors and the State Program Coordinator.

2. Dissolution Via ARTICLE XI, 'A' 3. The Chapter requesting dissolution may petition the State Program Coordinator to transfer their 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 Texas Master Naturalist 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

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.

   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. 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 of 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 governing Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for 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

a. 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.
b. 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.
c. 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 which 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 policy, and
d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which 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.