

BY-LAWS
OF
SCASD FIELD HOCKEY BOOSTERS

Adopted
April 28, 2023

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OF
SCASD FIELD HOCKEY BOOSTERS

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SCASD FIELD HOCKEY BOOSTERS

BY-LAWS

ARTICLE I

General

Section 1. Name.

The name of the Corporation shall be as set forth in the Articles of Incorporation, as from time to time amended.

Section 2. Office.

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The address of the initial principal office of the Corporation shall be 1265 Edward Street, State College, Pennsylvania 16801.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

ARTICLE II

Members

Section 1. Members.

The Corporation shall have no members as such. Such persons as shall from time to time constitute the Board of Directors of the Corporation shall for all intents and purposes be taken to be the members of the Corporation. No other person shall at any time be admitted as or taken to be a member of the Corporation. Whenever any person shall, for any reason, cease to be a member of the Board of Directors of the Corporation, such person shall automatically and at the same time cease to be a member of the Corporation. No certificates of membership shall be issued at any time.

Section 2. Notice.

Any action to be taken by the Board of Directors of the Corporation only in their capacity as the members of the Corporation may be taken by the Board of Directors at any regular or special meeting thereof, and no designation of any such meeting as a meeting of the members of the Corporation shall be necessary in any notice, waiver of notice, or minutes thereof or otherwise.

ARTICLE III

Directors

Section 1. Qualifications.

(a) All powers vested in the Corporation by the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "NPCL"), shall be exercised by, or under the authority of, and (b) the business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors of the Corporation. All members of the Board of Directors of the Corporation must be natural persons twenty-one (21) years of age or older.

Section 2. Number and Election.

The Directors shall be appointed in accordance with the Articles of Incorporation of the Corporation and shall serve until the next annual meeting of the Board of Directors of the Corporation. The Board of Directors shall have not less than four (4) Directors. The initial Board of Directors of the Corporation shall have four (4) members and the number of members of the Board of Directors of the Corporation may be increased or decreased from time to time by the vote of a majority of the then current members of the Board of Directors present at a duly qualified meeting of the Directors of the Corporation at which a quorum is present. Directors shall serve until their successors shall have been duly appointed or elected and qualified, or until their earlier death, resignation or removal from office. In the event that the term of any Director of the Corporation shall expire without his or her being appointed or elected for another term and no successor to such Director shall have become appointed or elected and qualified, such Director shall continue to hold office until his or her successor shall be appointed or elected and qualified.

The Board of Directors of the Corporation shall have the power, as Directors of the Corporation, to remove any Director of the Corporation from office for cause, provided that notice of a special meeting is provided under Section 8 of this Article III.

Section 3. Failure to Object.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

Section 4. Compensation of Directors.

Directors, as such, shall not receive any salary for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. This compensation restriction shall not prohibit any Director who is also serving as an employee or officer of the Corporation from receiving reasonable compensation in connection with the provision of such services.

Section 5. Vacancies.

Whenever any vacancy occurs during the term of any Director or Directors of the Corporation, whether caused by the resignation, removal by order of court, or the death of any such Director or Directors, or for any reason of any increase in the number of Directors, or for any other reason whatsoever, the Secretary of the Corporation shall forthwith give written notice of such vacancy or vacancies to the Board of Directors of the Corporation in order that such vacancy or vacancies may be filled by the majority vote of the remaining members of the Board of Directors of the Corporation.

Section 6. Regular Meetings.

The Board of Directors may hold its regular meetings at such places, and at such times, as the Board of Directors shall from time to time determine. However, all meetings of the Board of Directors shall be held at the principal office of the Corporation unless otherwise provided in notice of the meeting or in waivers of notice thereof duly executed by all of the Directors. No notice need be given of any annual or other regular meeting of the Board of Directors unless (a) such meeting is to be held at some place other than the principal office of the Corporation, in which case notice of such meeting shall be given in the same manner as that set forth in Section 8 for special meetings, or (b) some action is to be taken at such meeting which by law may be taken by the Directors only in their capacity as the members of the Corporation, in which case notice of such meeting shall be given in the same manner as that set forth in Section 8 for special meetings, except that the notice shall be given at least ten (10) days before the day of the meeting.

Section 7. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called by the President or Vice President of the Corporation, or by a majority of the members of the Board of Directors of the Corporation. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting.

Section 8. Notice of Meetings.

A waiver of notice, in writing, signed by the person or persons entitled to such notice, whether before or after the date stated therein, shall be deemed equivalent to the giving of such notice, and except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of such meeting. Written notice of all special meetings of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least three (3) days prior to the day named for the meeting; provided, however, that in case some action is to be taken at a special meeting which by law may be taken by the Directors only in their capacity as the members of the Corporation, notice of such meeting shall be given at least ten (10) days before such special meeting. Attendance at any meeting of the Board of Directors, including any meeting at which the Directors are to act in their capacity as the members of the Corporation, shall be a waiver of notice thereof.

Section 9. Informal Action by the Directors.

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, is signed by all of the Directors who would be entitled to vote at a meeting for such purpose and such consent is filed with the Secretary of the Corporation.

Section 10. Telephonic Meetings.

Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 10 shall constitute presence in person at the meeting.

Section 11. Committees.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees of officers, Directors and/or other interested persons to act in an advisory capacity to the whole Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required. Any committee shall have and may exercise all of the powers and authority delegated to it by the Board of Directors, except that a committee shall not have any power or authority as to the following:

- (i) The submission of any action requiring the approval of Directors under these By-laws.
- (ii) The creation or filling of vacancies on the Board of Directors.
- (iii) The adoption, amendment or repeal of these By-laws.
- (iv) The amendment or repeal of any resolution of the Board of Directors.
- (v) Action on matters committed by these By-laws or resolution of the Board of Directors to the Board of Directors or another committee appointed by the Board of Directors.

The Board of Directors may designate one or more persons as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee. In the absence or disqualification of a member and alternate member or members of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of the absent or disqualified member. Each committee shall serve at the pleasure of the Board of Directors.

The term "Board of Directors" or "Board," when used in any provision of these By-laws relating to the organization or procedures of or the manner of taking action by the Board of Directors, shall be construed to include and refer to any executive or other committee appointed by the Board of Directors. Any provision of these By-laws relating or referring to action to be taken by the Board of Directors or the procedure required therefor shall be satisfied by the taking of corresponding action by a committee appointed by the Board of Directors to the extent authority to take the action has been delegated to the committee pursuant to these By-laws.

Section 12. Quorum.

A majority of the whole number of those who are at the time the Directors of the Corporation shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall, unless otherwise specifically provided by law or by the Articles of Incorporation, be the acts of the Board of Directors.

Section 13. Presiding Officer and Order of Business.

The Board of Directors may, but shall not be required to, elect a Chairman of the Board of Directors. All meetings of the Board of Directors shall be called to order and presided over by the Chairman of the Board of Directors (if any), or if a Chairman has not been elected or in the Chairman's absence by the President, or in the absence of such Chairman and President by a chairman elected by the Directors. The Chairman or other person presiding over a meeting of Directors may appoint a person to serve as parliamentarian at any meeting of the Directors. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Directors when not in conflict with these By-laws, the Articles or the NPCL.

Section 14. Contracts.

In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be affected by the fact that Directors of the Corporation are directors, employees or agents of such other corporations, if such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. Any Director individually, or any firm of which any Director is a partner or shareholder, may be a party to or may be interested in any contract or transaction of the Corporation; provided, that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. No Director shall be liable to account to the Corporation for any profit realized by such Director from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of such Director's interest in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of the quorum.

Section 15. Investment Trusts.

The Board of Directors may from time to time transfer any property of the Corporation, whether real or personal, tangible or intangible, in trust, to a bank and trust company or a trust company incorporated under the laws of the Commonwealth of Pennsylvania, or to any national banking association having fiduciary powers, without regard to the location of the principal office of such national banking association. Any such transfer in trust shall give such trustee the power to invest and reinvest such property in such investments as such trustee, in the honest exercise of its judgment, may, after investigation, determine to be safe and proper investments, without regard to whether such investments are of like or unlike nature to those which may be designated by law as "legal" or "authorized" investments. Any such transfer in trust shall impose upon such trustee the duty to pay (at such intervals or upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee, but at least semiannually) the net income from such property to or at the direction of the Corporation for use and application to the purposes of the Corporation, and also the duty to transfer or pay (upon

such demand by the Corporation as may be agreed upon between the Corporation and such trustee) any or all of the principal of such trust to or at the direction of the Corporation for use and application to the purposes of the Corporation. Any such trust shall be expressly revocable by the Corporation at any time upon the giving of written notice of such revocation by the Corporation to the trustee thereof, whereupon such trustee shall transfer or pay to the Corporation all of the principal and undistributed income of such trust and the Corporation shall be vested with the title thereto.

Upon the transfer of any such property to such a trustee and so long as any such property is held by such a trustee, as provided above in this Section 15, the Corporation and its Directors, officers, assistant officers, agents and employees, each and all of them, shall be relieved of all liability for the investment and reinvestment thereof.

Section 16. Limitation of Personal Liability of Directors.

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this Section 16 or as such laws are thereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director. Any amendment or repeal of this Section 16 or adoption of any other provision of these By-laws or the Corporation's Articles of Incorporation which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his or her reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

This Section 16 shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

ARTICLE IV

Officers

Section 1. Number and Election.

The Board of Directors at its annual meeting shall elect a President, a Secretary and a Treasurer and may elect a Vice President and such other officers and assistant officers, if any, as the Board may deem appropriate. A person may hold more than one office at the same time. The Board of Directors may also, from time to time, appoint such agents as it may deem appropriate. The Board of Directors shall have the power to remove an elected officer from office, either with or without cause, provided that notice of a special meeting identifying this issue is provided under Section 8 of Article III.

Section 2. Qualifications.

The officers need not be Directors.

Section 3. Term of Office.

Each officer and assistant officer shall hold office until the end of the term of the Board of Directors by which such officer or assistant was appointed and until his or her successor shall have been appointed.

Section 4. President.

The President shall, in general, perform all duties incident to the office of President and shall be a member ex officio of all committees of management appointed by the President.

Section 5. Vice President.

The Vice President shall have such powers and perform such duties as the President may from time to time delegate to the Vice President. At the request of the President, the Vice President may, in the case of the absence or inability to act by the President, temporarily act in the President's place. In the case of the death or inability to act of the President, the Vice President shall perform the duties of the President except as shall be otherwise designated by the Board of Directors. A Vice President who is not a Director shall not preside at any meeting of the Board of Directors.

Section 6. Secretary.

The Secretary shall attend meetings of the Board of Directors, shall keep minutes thereof in suitable books, shall send out all notices of meetings as required by law or these By-laws and shall, in general, perform all duties incident to the office of Secretary.

Section 7. Treasurer.

The Treasurer shall receive all money paid to the Corporation and keep or cause to be kept accurate accounts of all money received or payments made in books kept for that purpose. The Treasurer shall deposit all money received in the name and to the credit of the Corporation in banks or other places of deposit. The Treasurer shall disburse the money of the

Corporation by checks or vouchers. The Treasurer shall, in general, perform all duties incident to the office of Treasurer.

Section 8. Assistant Officers.

Any assistant officer authorized by the Board of Directors shall perform such duties as may be delegated to him or her by the officer to whom he or she is an assistant, and in the absence or disability of such officer may perform the duties of his or her office.

ARTICLE V

Execution of Documents

Section 1. Checks, Notes, etc.

The Board of Directors shall from time to time designate the officers or agents of the Corporation who shall have power, in its name, to sign and endorse checks and other negotiable instruments and to borrow money for the Corporation, and in its name, to make notes or other evidences of indebtedness.

Section 2. Other Documents.

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, and all other documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the President, or a Vice President, and the corporate seal shall be affixed by such person or at his or her direction, all of which shall be attested by the Secretary.

ARTICLE VI

Indemnification of Directors, Officers and Employees

Section 1. Judgments, Fines, Settlements and Expenses.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 2. Expenses.

To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article VI or in defense of any claim, issue or matter therein, such person

shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Nonexclusivity of Article VI.

The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII

Annual Report of Directors

At each annual meeting of the Board of Directors, an Annual Report verified by the President and the Treasurer of the Corporation shall be submitted to the Board of Directors, and shall be filed with the minutes of such annual meeting of the Board of Directors. The Annual Report shall show in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the Report.
- (b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Report.
- (c) The revenue or receipts of the Corporation for the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.
- (d) The expenses or disbursements of the Corporation, for both general and restricted (if any) purposes during the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.

ARTICLE VIII

Amendments to By-laws

The Directors may adopt, amend or repeal these By-laws by a vote of a majority of all votes cast on the adoption, amendment or repeal at any regular or special meeting duly convened for that purpose. Any meeting of Directors for the purpose of changing or repealing these By-laws shall be preceded by the giving of written notice to each Director stating that the purpose or one of the purposes of the meeting is to consider the change or repeal of these By-laws, and such notice shall contain or include a copy of the proposed change or repeal or a summary of the changes to be effected thereby. Any change in these By-laws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

Conflict of Interest Policy for SCASD Field Hockey Boosters

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest 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 a 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 or 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 or 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 Conflicts of Interest Policy

a. If the governing 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.

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 powers 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 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 the 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 inurement, 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.