

**BYLAWS OF THE UTAH CHAPTER OF THE SOCIETY FOR PUBLIC HEALTH  
EDUCATION (USOPHE)**

We, the undersigned natural persons all being of the age of eighteen years or more, acting as the incorporators under the Utah Nonprofit Corporation and Cooperative Chapter Act, adopt the following Bylaws for such Corporation:

**ARTICLE I  
NAME AND MISSION**

The name of the corporation shall be the Utah Chapter of the Society for Public Health Education (USOPHE). The mission of the Chapter is to improve the health of Utahns by promoting the advancement of the health education/promotion profession and the employment of health educators in the public and private sector.

**ARTICLE II  
DURATION OF THE CHAPTER**

The period of duration of this corporation is perpetual. The Chapter shall exist in compliance with the provisions of the Utah Nonprofit Corporation Act until such time as the Chapter no longer can fulfill its purposes as outlined in Article III. A majority of the Board of Directors shall be necessary to disincorporate the Chapter.

**ARTICLE III  
PURPOSE AND POWERS**

To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as a charitable organization established to provide professional development to all individuals involved with the practice of health education/promotion and to assist students and other individuals preparing to become health educators. The Chapter will carry out this mission through any of the following activities:

1. Establishing and maintaining a registry of professional health educators
2. Holding conferences, workshops, and seminars devoted to health education and promotion
3. Sponsoring scientific research activities in the field of health education and promotion
4. Developing, conducting, and administering such activities with maximum possible

cooperation with other health professionals, professional organizations, universities, and health agencies

5. Conducting other activities determined by the Board of Directors to be consistent with the mission of the Chapter
6. Engaging in any and all activities and pursuits, and supporting or assisting such other organizations, as may be reasonably related to the foregoing and following purposes
7. Engaging in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation Chapter Act, as amended and supplemented
8. Soliciting and receiving contributions, spending corporate funds for corporate purposes, and engaging in any activity “in furtherance of, incidental to, or connected with any of the other purposes.”

#### **ARTICLE IV RESTRICTIONS**

- A. Any income received by the Chapter shall be applied to nonprofit purposes and objectives of the Chapter set forth herein, and no part thereof during membership or upon termination of membership, shall inure to the benefit of any private member or individual.
- B. The Chapter shall comply with the USOPHE Conflict of Interest Policy as found in Appendix A.
- C. In the event of dissolution, the residual assets of the Chapter will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170C2 of the Internal Revenue Code, or the Federal, State or local government for exclusive public purposes.
- D. Notwithstanding any other provision of these articles, this Chapter shall not carry on any other activities not permitted to be carried on by:
  1. An organization exempt from Federal Income Tax under section 501(c)(3) or the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, or,
  2. A corporation, contributions to which are deductible under section 170C2 of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE V**

### **MEMBERS**

#### Section 1 - Membership

##### **A. Professional Member**

##### **B. Student Member**

Applications for membership are accepted and processed by the Treasurer. All members with current paid dues shall have one vote in all Chapter business.

#### Section 2 - Eligibility

##### **A. Professional Member**

An individual who has an academic degree in health education from any accredited college or university, or a minor plus two years experience in the field of health education; an individual who has an academic degree in a field related to health education or an individual with professional experience and/or supervised responsibility in health education; CHES eligible.

##### **B. Student Member**

A full or part-time student in good standing who is currently enrolled in an undergraduate or graduate program of study in health education or an allied health field at an accredited college or university.

#### Section 3 - Dues

Dues shall be established by the Board of Directors upon recommendations of the Finance Committee. Individual membership dues may be paid at any time during the year and are good for 12 months from the time the payment is made.

Should questions arise regarding ambivalence in membership classification and appropriate dues, the case involved may be appealed to the Board of Directors for resolution.

## **ARTICLE VI OFFICERS**

The officers of the Chapter shall constitute the Board of Directors and their terms of office and duties shall be provided by the bylaws.

### Section 1 - Definition

The officers of the Chapter, known as the Board of Directors, shall consist of President, President-Elect, Chapter Delegate to SOPHE, Secretary, Treasurer, Immediate Past-President, three Professional Board members, and a Student Board Member. No individual shall hold more than one elected office at the same time. It shall be the duty of the Board of Directors to establish the policies, procedures, rules, and regulations of the Chapter in accordance with the Articles of Incorporation. All Board Members will adhere to and sign the USOPHE Conflict of Interest Policy as they enter their respective term of office.

### Section 2 - Duties

A. The President shall be the presiding officer of the Chapter and is responsible for the overall administration of the Chapter. The President must be a member of the national SOPHE association. Fees associated with national SOPHE membership will be paid for by USOPHE. Fees associated with attendance to the national SOPHE conference may be paid for by USOPHE up to \$1,000 as the budget allows. At the conclusion of his/her term, he/she assumes the position of Immediate Past President. This is a one year appointment.

B. The President-Elect must be a Professional Member of USOPHE (by January 1 of the year following his/her appointment to the board) and shall be chosen by the voting membership from a slate of candidates prepared by the Nominating Committee and approved by the Board of Directors. He/She performs duties as delegated to him/her by the President, and in the absence of the President, assumes the duties of the President. At the conclusion of the term as President-Elect, he/she automatically assumes the office of the President. This is a one year appointment.

C. The Chapter Delegate to SOPHE shall be a professional member of National SOPHE. Fees associated with national SOPHE membership will be paid for by USOPHE. Fees associated with attendance to the national SOPHE conference may be paid for by USOPHE up to \$1,000 as the budget allows. The Chapter Delegate to SOPHE shall:

1. Participate in Chapter conference calls.

2. Represent the Chapter (or identify a proxy) by attending SOPHE House of Delegates meetings.
3. Participate in SOPHE's House of Delegates and Chapter Development conference calls.
4. Act as channel of communication between SOPHE and USOPHE.
5. Bring SOPHE House of Delegates deliberations to the Chapter, and Chapter issues and concerns to the SOPHE House of Delegates.
6. Submit an article for each Chapter newsletter.
7. Write the Chapter redesignation report for SOPHE to maintain Chapter status as required.
8. With assistance from the President, submit a written annual report of Chapter activities and accomplishments to SOPHE.
9. Be excluded from the election as the Chapter Delegate to SOPHE, should the occasion arise where the Delegate is elected to serve as an officer in SOPHE.
10. Transfer all files (written and electronic) to the incoming Chapter Delegate to SOPHE following the Annual Conference.
11. Provide a brief orientation on the duties of the position.
12. Serve for a two year appointment.

D. The Secretary must be a Professional Member of USOPHE (by January 1 of the year following his/her appointment to the board) and shall be chosen by the voting membership from a slate of candidates prepared by the Nominating Committee and approved by the Board of Directors. The Secretary shall:

1. Keep a record of all transactions and meetings of the Chapter.
2. Carry out correspondence of the Chapter as directed by the President.
3. Post all ballots used in election and amending procedures.
4. Notify the Board of Directors and Executive Council of upcoming meetings.
5. Keep an updated history of Chapter events, officers, award recipients, and conferences.
6. Maintain updated records of significant activities of all USOPHE committees.
7. Ensure records are passed onto incoming/new committee chairpersons and board officers.
8. Coordinate with the publicity chair to update and maintain applicable historical information on the website.
9. Assure the Chapter's historical record is maintained.
10. Serve for a two year appointment.

E. The Treasurer must be a Professional Member of USOPHE (by January 1 of the year following his/her appointment to the board) and shall be chosen by the voting membership from a slate of candidates prepared by the Nominating Committee and approved by the Board of Directors. The treasurer shall:

1. Be the custodian of all monies of the Chapter and will serve as the Chairperson of the Finance Committee.

2. Collect all dues and ensures that all bills against the Chapter are paid.
3. Submit updated financial statements at all regularly scheduled Board meetings.
4. Submit all financial records to the Board of Directors for independent audit as outlined in Article IX, Section 3A.
5. Summarize the financial status of the Chapter to the membership at the Annual Business Meeting.
6. Turn over all funds and properties of the Chapter to his/her successor at the end of his/her term.
7. Keep an accurate mailing list of the membership.
8. Serve for a two year appointment.

F. The Immediate Past President is the retiring President and shall serve on the Board of Directors as a consultant for one year and shall serve as Chair of the Nominating Committee. This is a one year appointment.

G. Three Professional Board Members must be Professional Members of USOPHE (by January 1 of the year following his/her appointment to the board) and shall be elected by the voting membership from a slate of candidates prepared by the Nominating Committee and approved by the Board of Directors. Professional board members shall:

1. Serve as committee members on at least one committee, in addition to the conference planning committee, and may serve as a committee chair.
2. Determine the immediate and long-range direction of the Chapter.
3. Set the framework for conducting Chapter business.
4. Develop policies and plans for Chapter implementation.
5. Serve for a two year appointment. Board member elections should be staggered each year.

H. One Student Board Member must be a Student Member of USOPHE (by January 1 of the year following his/her appointment to the board) and shall be elected by the voting membership from a slate of candidates prepared by the Nominating Committee and approved by the Board of Directors. The student board member shall:

1. Represent the voice of student members.
2. Attend board meetings.
3. Coordinate student projects.
4. Solicit nominees for the Shelley Fuller Health Education Scholarship.
5. Serve as a liaison to the universities.
6. Assist in recruiting additional student members.
7. Serve for a one year appointment.

I. An Executive Council shall be formed consisting of the Board of Directors and the Chairperson of each of the Chapter's standing committees (Article IX, Section 1).

### Section 3 - Vacancies and Terms

A. If any office of the Chapter, except that of the President-Elect, becomes vacant, the Board of Directors shall appoint an officer to fill such vacancy. The officer so appointed shall serve until the next election by the voting membership. If the office of President Elect becomes vacated, a special nomination and election will be conducted by the voting membership and supervised by the Board of Directors.

B. The terms of office shall be as follows:

1. The President and President-Elect shall be one year
2. The Chapter Delegate to SOPHE shall be two years
3. The Secretary and Treasurer shall be two years
  - a. The Secretary and Treasurer shall be elected on alternating years. The Secretary shall be elected on even numbered years and the Treasurer shall be elected on odd numbered years.
4. The Professional Board Members shall be two years
  - a. One of the three Professional Board Members shall be elected in the odd numbered year and two Professional Board Members shall be elected in the even numbered year.
5. The Student Board Member shall be one year

### Section 4 - Compensation

Officers, as such, shall not receive any compensation for their services but may be reimbursed for actual expenses incurred by the performance of service rendered for the Chapter.

## **ARTICLE VII NOMINATION AND ELECTION OF OFFICERS**

### Section 1 - Nominating Committee

The Nominating Committee shall consist of five members: the Nominating Committee Chairperson (Past-President), President, President-Elect, and two current USOPHE members. This Committee shall solicit nominations from the membership for President-Elect, Secretary, Treasurer, Chapter Delegate to SOPHE, Board members (including Student Board Member),

Catherine Summerhays Award, Shelly Fuller Health Education Scholarship Fund, and Rookie of the Year Award, determine eligibility and present to the Board in writing the nominations. The Board will submit these names to the membership no less than 30 days prior to the Annual Business Meeting. All nominees for President-Elect must be a Professional Member with a minimum of three years professional health education experience. All other officers, with the exception of the student representative, must be a current Professional Member by January 1<sup>st</sup> of the year following their appointment to the board. In the event that an individual is nominated for more than one office, then he/she must select one office.

### Section 2 - Elections

The officers shall be elected by the voting membership of the Chapter prior to the Annual Business Meeting by online ballots made available at least 30 days prior to the Annual Business Meeting. The Secretary and Nominations Committee Chairperson shall count the ballots to determine the election outcome. If the Secretary is on the ballot, the President shall appoint a member(s) of the Board of Directors to assume this duty. Voting results shall be announced at the Annual Business Meeting.

### Section 3 - Installation of Elected Officers

The person(s) elected to their position(s) shall be installed at the end of the Annual Business Meeting and will receive materials, budget expenditures, and instructions from the outgoing officers no later than January 1.

## **ARTICLE VIII MEETINGS**

### Section 1 - Regular Chapter Membership Meetings

- A. There shall be an Annual Conference of the membership planned and conducted by the Professional Development Committee and Board of Directors, and sponsored by the Chapter.
- B. There shall be an Annual Business Meeting planned by a member(s) of the Executive Council and conducted by the President, wherein elections, amendments of the bylaws and other committee reports will be made.



## Section 2 - Additional Chapter Membership Meetings

With thirty days written notice additional meetings of the membership may be called by the Board of Directors as needed.

## Section 3 - Time Place and Notice of Chapter Membership Meetings

The time and place for each meeting shall be fixed by the Board of Directors in consultation with the appropriate committee chairs. Notice of the Annual Business Meeting shall be sent to each member of the Chapter at least 45 days prior to the date of the meeting. Special meetings may be called with less notice upon the approval of the Board of Directors.

## Section 4 - Meetings of the Board of Directors

The Board of Directors shall have a minimum of six meetings each year. Additional meetings shall be called by the President alone or by the written request of three members of the Board. At all such meetings of the Board, a majority of the Board shall be necessary and sufficient to constitute a quorum (five members). Action of a majority of the members shall constitute the act of the Board. Notice to Board members of all Board meetings shall be given electronically or by other means at least ten (10) days before the meeting. Special (emergency) meetings may be called with shorter notice upon verbal approval of a majority of the Board.

## Section 5 - Meetings of the Executive Council

A. The Executive Council is defined as all the Committee Chairs as appointed by the President (See Article IX, Section 2C).

B. The Executive Council shall meet in conjunction with the Board of Directors. The Executive Council may be excused at the discretion of the President when agenda items pertain to matters requiring a vote of only the Board of Directors. Notice to council members of all council meetings shall be given electronically or by other means at least ten (10) days before the meeting.

## Section 6 - Meeting Attendance

Any members of the Board of Directors or Executive Council (See Article IX, Section 1) failing to attend two consecutive Board or Council meetings unexcused, shall be considered as vacating the position and will be asked by a unanimous vote of the Board, to step aside. The Board shall have authority to appoint a person to fill the vacancy until the next general election of officers.

**ARTICLE IX**  
**BOARD OF DIRECTORS AND EXECUTIVE COUNCIL**

Section 1 - Types of Committees

The following standing committees may be established:

- A. Finance
- B. Legislative/Advocacy
- C. Nominating
- D. Conference Planning Committee
- E. Publicity
- F. Professional Development

Section 2 - Membership of Committees

- A. The Business and affairs of the Chapter shall be guided and coordinated by the Board of Directors.
- B. Voting rights at all meetings shall be limited to the Board of Directors. Consultation may be sought from other members of the Executive Council.
- C. The Chairperson of each committee shall be appointed by the President with approval of the Board of Directors and serve on the Executive Council.
- D. The number of members serving on each standing committee shall be determined by the Chairperson of the committee with recommendation by the Board of Directors. The exception to this is the Nominating Committee (See Article VII, Section 1), and the Finance Committee (see Article IX, Section 3A).
- E. Ad hoc committees may be appointed from time to time by the President with approval of the Board of Directors, which shall specify their purpose.

Section 3 - Duties of the Committees

- A. The Treasurer will chair the Finance Committee. The Finance Committee shall consist of the following members: President, President-Elect, one Professional Board member, and two other USOPHE members (these two may or may not serve on the Executive Council). The committee shall:
  - 1. Prepare updated financial statements to be submitted to the Board of Directors at all regularly scheduled meetings.
  - 2. Prepare and send invoices to members for renewal of membership at start of new fiscal year.

3. Study and suggest the financial policies of the organization.
  4. Prepare a financial report of the year's business and report to the membership at the Annual Business Meeting.
  5. Recommend membership dues, CHES credit fees, and other dues or fees as they may arise for approval by the Board of Directors.
  6. Prepare a budget proposal containing the Executive Councils expected revenues and expenditures for the next fiscal year. This is submitted to the Board of Directors for review and approval no more than 60 days after the first Board meeting of the year beginning June 1.
  7. Submit the financial records to an independent auditor by July 1st for an independent audit of the USOPHE financial records.
  8. Coordinate with the publicity chair to update and maintain applicable committee information on the website.
  9. Update and maintain an accurate mailing list of the membership.
- B. The Legislative/Advocacy Committee shall:
1. Recommend a position for the Chapter to the Board of Directors on legislative matters.
  2. Monitor local, state, and federal legislation to identify health education issues which should be brought to the attention of the Chapter for possible action.
  3. Propose, when appropriate, legislation relating to health education.
  4. Review the bylaws for needed changes and additions; Submit proposed changes to the Board of Directors for consideration and approval.
  5. Submit final proposed bylaws changes to membership for the vote of approval or disapproval.
  6. Submit a proposed budget to the Finance Committee of anticipated yearly revenues/expenditures no more than 60 days after the first Board meeting of the year beginning June 1.
  7. Coordinate with the publicity chair to update and maintain applicable committee.
- C. The Nominating Committee shall:
1. Carry out the procedures described in Article VII of the bylaws.
  2. Submit a proposed budget to the Finance Committee of anticipated yearly revenues/expenditures no more than 60 days after the first Board meeting of the year beginning June 1.
  3. Coordinate with the publicity chair to update and maintain applicable committee information on the website.
- D. The Conference Planning Committee shall:
1. Plan and conduct the program of the Annual Conference.

2. Plan and/or assist with other programs as appropriate during the year.
  3. Submit a proposed budget to the Finance Committee of anticipated yearly revenues/expenditures no more than 60 days after the first Board meeting of the year beginning June 1.
  4. Coordinate with the publicity chair to update and maintain applicable committee information on the website.
- E. The Publicity Committee shall:
1. Prepare, edit and publish USOPHE newsletters quarterly and special editions as the need arises.
  2. Coordinate with the appropriate committee chairs regarding the publicity of workshops, conferences, and training opportunities.
  3. Update and maintain electronic media to disseminate information via the website as feasible.
  4. Write timely news releases regarding USOPHE activities.
  5. Prepare appropriate articles for periodicals and/or trade journals, (i.e., National Center for Health Education, State or County Health Dept newsletters).
  6. Submit a proposed budget to the Finance Committee of anticipated yearly revenues/expenditures no more than 60 days after the first Board meeting of the year beginning June 1.
  7. Coordinate with the publicity chair to update and maintain applicable committee information on the website.
  8. Coordinate all Chapter public information efforts with the USOPHE Public Information Officer (i.e., media advisories, press releases, press conferences, etc.).

The Publicity Chair or other Publicly Committee member may serve as the USOPHE Public Information Officer.

- F. The Professional Development Committee shall:
1. Facilitate the professional development of health educators through continuing education efforts.
  2. Coordinate with USOPHE committees and others in an effort to promote integrated, effective sharing of knowledge and information.
  3. Ensure representation on the Utah Public Health Conference planning committee and adequate offering of CHES credits.
  4. Communicate with professional organizations to encourage submission of internship opportunities to maintain the online USOPHE internship directory.
  5. Evaluate event applications according to The National Commission for Health Education Credentialing, Inc., guidelines for criteria of meeting Category I Continuing Education

- Contact Hours for educational conferences sponsored by the Chapter.
6. Encourage members of the Chapter to become Certified Health Education Specialists (CHES).
  7. Work with potential continuing education providers to get CHES approved and set up for events.
  8. Manage the list serve system for communicating current health education employment opportunities and upcoming in-service training programs.
  9. Communicate to members of the Chapter by way of newsletters, bulletins, etc. such information as called for in the previous section and other items of interest or service to members of the Chapter. The Chair of this committee shall sit as a member of the Publicity Committee.
  10. Make suggestions to the Board of Directors pertaining to other member services that might be provided by this committee and respond to the Board's wishes.
  11. Carry out procedures for the Annual Conference as described in Article VIII, Section 1A.
  12. Promote the advancement of the health education profession and the employment of health educators in the public and private sector.
  13. Extend health education efforts to private, community and non-traditional setting through cooperative planning, sponsorships, and dissemination.
  14. Update, maintain, and track display materials used to promote the goals and objectives of the Chapter.
  15. Submit a proposed budget to the Finance Committee of anticipated yearly revenues/expenditures no more than 60 days after the first Board meeting of the year beginning June 1.
  16. Coordinate with the publicity chair to update and maintain applicable committee information on the website.

## **ARTICLE X AWARDS**

At the discretion of the Board of Directors, awards may be presented during the Annual Business Meeting or Annual Conference, or whenever the officers deem appropriate.

## **ARTICLE XI AFFILIATION**

By vote of the membership, the Chapter may affiliate with selected national or state organizations.

## **ARTICLE XII FINANCES**

### Section 1 - Fiscal Year

Fiscal year of the Chapter shall begin on July 1 and end June 30.

### Section 2 - Expenditures and Deposits

The Board of Directors shall approve all expenditures of Chapter funds when the expenditure is not pre- approved in Executive Council budgets. All monies received by the Chapter shall be deposited to the account of the Chapter.

### Section 3 - Disbursements

All disbursement of funds shall be through a checking system. Checks in the amount of \$150 or above require countersignatures of any two of the following: President, President-Elect, or the Treasurer on each check. Checks below the amount of \$150 may be signed by any one of the above mentioned officers. Any officer receiving reimbursement cannot sign his/her own reimbursement check. Receipts are required for reimbursement in any amount.

### Section 4 - Accounting

The financial records of the Chapter shall be audited in a manner determined by the Board of Directors as outlined in Article IX, Section 3A, and a report shall be submitted to the membership by the Finance Committee Chairperson (Treasurer). (See Article VI, Section 2D).

## **ARTICLE XIII PUBLICATIONS**

- A. The Chapter may publish or sponsor the publication of periodicals, newsletters, monographs, or books. Such publication or sponsorships shall be authorized by the Board of Directors and approved by the membership.
- B. Any committee of the Chapter may publish a report, provided that publication has been approved by the Board of Directors.

**ARTICLE XIV  
AMENDMENTS**

Section 1 - Initiation

Proposed amendments to the bylaws may be initiated by any voting member or by the Board of Directors and presented through the Bylaws Committee to the membership, in writing, at least thirty (30) days before the Annual Business Meeting or any called meeting of the Chapter during which the amendment will be voted upon.

Section 2 - Voting

The bylaws may be amended by a majority of the members present at the Annual Business Meeting and those submitting absentee ballots.

**ARTICLE X  
PARLIAMENTARY PROCEDURES**

Sessions of the Chapter and all other business shall be conducted in accordance with the Articles and Bylaws and in accordance with the Robert's Rules of Order, Revised.

## **APPENDIX A**

### **Utah Chapter of the Society for Public Health Education - Conflict of Interest Policy**

#### **ARTICLE I PURPOSE**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the 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/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 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 person 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 boards or committees 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**

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 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;
- 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.