

LIONS OF VIRGINIA FOUNDATION, INC.

STANDING RULES



LIONS OF VIRGINIA FOUNDATION, INC.
Founded in 1972

**ADOPTED BY THE BOARD OF DIRECTORS
OCTOBER 14, 2017**

STANDING RULES

- I. Meetings
 - A. The Board of Directors shall meet regularly as follows:
 - 1. Four times a year
 - 2. One meeting shall be held during the Lions State Convention
 - 3. One meeting within sixty (60) days following the close of the Lions State Convention. This meeting is known as the REGULAR ANNUAL MEETING.

- II. Board Members
 - A. There shall not be less than eighteen (18) directors.
 - B. The Legal Advisor and MD 24 Secretary/Treasurer shall be Advisors of the Board of Directors.

- III. Officers
 - A. The Secretary, in addition to keeping the minutes of the deliberations of the Board and of the general membership meetings, shall forward such minutes to the Board of Directors via regular mail or send electronically and to any Lions member requesting them within thirty (30) days of the meeting being represented.
 - B. The Secretary shall forward notice to the incoming District Governors of the election of two, three (3) year term LOVF Representatives from their District. Also, the outgoing District Governor shall be advised of the need to appoint someone (which may be himself) to serve for a two (2) year LOVF Director, a voting position.
 - C. The Secretary shall be responsible to update the LOVF Directory and distribute at the Annual meeting.

- IV. Committees
 - A. The President of the Foundation shall appoint the members and designate the Chairman of the Committees. The term of appointment or designation shall be the same as the Foundation's fiscal year.
 - 1. Budget/Finance
 - 2. By-Laws and Standing Rules
 - 3. Conflict of Interest
 - 4. Distinguished Humanitarian Recognitions
 - 5. Historian
 - 6. Humanitarian Grants
 - 7. Investment
 - 8. Public Relations
 - 9. Raffle
 - 10. Special Needs
 - 11. State Convention Luncheon
 - 12. Webmaster

SUB-DISTRICT REPRESENTATIVES TERM & DUTIES

The LOVF Sub-District Representatives are elected by their Districts to a three (3) year term at the MD 24 State Convention.

- The LOVF Sub-District Representatives shall be voting members of the LOVF Board of Directors.
- The term of office for LOVF Representatives begin on July 1 and ends three years later on June 30.
- Each year, two Sub-District representatives are elected in yearly rotation.

LOVF Sub-Districts	Office Start Date	Office Expiration Date
24 L	2020	2023 (A&C)
24 C	2018	2021 (E&F)
24 I	2019	2022 (B&D)

LOVF Sub-District Representatives Responsibilities

1. Attend all LOVF Board of Directors meetings & annual meeting.
2. Promote LOVF at the Sub-District level and club meetings by scheduling and presenting programs.
3. Pick up the following year's LOVF Raffle Tickets at the annual meeting.
 - a. Distribute the raffle tickets to the clubs.
 - b. Ensure that the tickets and money are turned into the LOVF Treasurer before the raffle drawing which takes place at the MD 24 State Convention.
 - c. Help at the LOVF Raffle table at the MD 24 State Convention.
4. Promote to the clubs/individuals the LOVF Humanitarian Recognition and the LOVF Humanitarian Progressive Recognition.
5. When club donations are mailed to the Sub-District Representative, the Representative shall transmit said donations to the LOVF Treasurer within seven (7) days.
6. The LOVF Representative of the Sub District in which the State Convention will be held, will be the chairperson of the LOVF Luncheon.

FINANCIAL ADMINISTRATION

I. Fiscal Policy

A. The Budget and Finance Committee with the cooperation of the Foundation Treasurer shall prepare a budget for the ensuing fiscal year for presentation to the Board of Directors at its Annual Meeting. This budget shall include, but not limited to the following items and shall be based on the previous year's income.

1. Income:

- a. Contributions
- b. Awards proceeds
- c. Raffle proceeds

2. Expenditures:

- a. Disaster Relief
- b. Assistance
- c. Raffle
- d. Public Relations*
- e. Administration*

* Total Public Relations and Administration limited to 10% maximum.

DESIGNATED REIMBURSEMENT EXPENSES

1. Postage - Reimbursed for postage actually expended on business of Lions of Virginia Foundation.
2. Reproduction - Reasonable reimbursement of actual expenses of duplicating official materials.
3. Cost of printing the LOVF Directory, Brochure and State Convention Luncheon program.

MANAGEMENT AND SPENDING POLICY FOR INVESTMENT FUNDS

I. INVESTMENTS

- A. Investment decisions should seek to emphasize those securities, primarily stocks, which are likely to produce a superior over a long period as measured by cumulative income payments and portfolio evaluation. Long-term growth of income and principal is more important to the Foundation than short-term trading strategies or high immediate cash income.
- B. The primary investment vehicle will be no-load market index mutual funds which track the S&P 500 and other broad market equity indexes such as the Wilshire 5000 or the Russell. The objective is to incur minimum expenses and achieve maximum diversification.
- C. The "prudent man rule" shall be the governing principle in investment decisions.

II. OBJECTIVES

- A. Maintain and improve, if possible, the purchasing power of the investments.
- B. Withdraw funds for authorized expenditures from traditional investment sources, i.e., Money Funds, interest income, dividends, realized and unrealized capital gains in that order.
- C. Use gifts to the invested funds to increase the real value of the funds, not to compensate for declines in investment value, unless otherwise designated by the donor.

III. SPENDING

- A. At the discretion of the Board of Directors, funds may be expended from investments to meet approved Humanitarian or Disaster request in excess of the annual budget.
- B. For Humanitarian requests, the spending level for the LOVFDn year shall not exceed 6% of the moving average market value of the invested funds on January's 1st of the previous three years. The percentage level of authorized potential payout shall be reviewed annually by the Investment Committee and the dollar amount noted as a footnote on the annual budget
- C. For Disaster requests, the spending level will be approved by the Board of Directors in response to the event
- D. Any budget income in excess of the year's expenditures will be made available at the end of the year to the Investment Committee for addition to the Investment Funds.

IV. DIVERSIFICATION

Funds will be invested in accordance with the following guidelines:

Cash and Short-Term Securities	A 70/30 mix weighted in either direction at the discretion of Investment Committee.
Common Stock	A Maximum of 70% for either Fund is permitted

V. CASH AND SHORT-TERM SECURITIES

The purpose of this portion of the Investment Fund is liquidity and stability. Funds will be in the form of cash, Money Funds, or commercial bank Certificates of Deposit.

VI. COMMON STOCK

- A. Equity investment will normally account for the major portion of the investing holdings. At market, these investments might range as high as 90% under conditions favorable to their purchase and retention.
- B. Equity investments will normally be made using broad index funds that represent the S&P portion of the stock market or a broader index representing the total market.
- C. Equity investments will not be made in hedge funds, limited partnerships, derivatives, sector indexes, or narrow market indexes.

VII. INVESTMENT COMMITTEE

- A. The Committee shall consist of the Foundation President, Treasurer, and one or more members appointed by the Foundation President.
- B. The Committee is responsible to review the investment portfolio regularly and to recommend major changes to the Board of Directors. The Committee may act, by majority vote, on an emergency basis if market conditions indicate that immediate action is necessary. Meetings and vote may be held by conference calls, by mail, or by e-mail.
- C. The Committee will initiate a review of the investment portfolio by a competent financial advisor at least annually. It shall report the results of the review to the Board of Directors at its Annual Meeting.
- D. The Committee will sell and reinvest all securities, real property, or other items received by gift or bequest unless prohibited by terms of such gift or bequest. The timing of the sale will be at the discretion of the Committee, but will be as expeditious as prudent

REQUEST FOR ASSISTANCE

A. Administration of requests for assistance. The Foundation shall focus its major areas of involvement on disaster relief, sight and hearing conservation and other areas of Lions Clubs International emphasis.

1. Major Disaster and Emergency Relief request:

- a. Requests for Major Disaster and Emergency Relief assistance for amounts up to \$50,000, in increments of \$10,000, may be approved by the Executive Committee.
- b. The District Governor, or the District Elected representative in the absence of the District Governor, of the Sub-District within which the disaster or emergency occurs, request the Foundation's assistance.
- c. The District Governor or his designee agrees to coordinate the use of the Foundation's money.
- d. As soon as possible, but not later than thirty (30) days, after the emergency is over, the District Governor shall provide a summary report of the use of the funds. The report will be sent to the LOVF Secretary for presentation to the Board and for filing by the Treasurer to be used for tax reporting.
- e. The disaster or emergency must occur within the geographical boundaries of the Commonwealth of Virginia.

2. Service to Humanity Requests:

- a. Assistance shall be considered on a case-by-case basis, but only when received from a Lions Club or a Cabinet Member of one of the sub-districts.
- b. The request is sent electronically or mailed to the Chairperson of the Humanitarian Grants Committee not less than thirty (30) days prior to a LOVF meeting.
- c. Service to Humanity request for \$3,000 or less may be approved solely by the Humanitarian Committee and the President.

3. Administrative processing of requests:

- a. The Humanitarian Grants Committee Chairperson shall forward the grant application to the Committee Members and copy to the LOVF President and Secretary.
- b. The Grant Committee Chairperson will present the request, with the committee's recommendation, at the next Foundation Board meeting for approval or disapproval.
- c. After Foundation Board or Executive Committee action, the Foundation Secretary shall advise the Lions Club/District of the Foundation's action.
- d. If the grant request is approved by the Foundation Board, the Foundation Secretary will electronically send the Grant to the Foundation Treasurer and Foundation Webmaster.

LIONS OF VIRGINIA FOUNDATION, INC.

GRANT REQUEST FOR SCREENING EQUIPMENT

Application for assistance completed form must be submitted to the LOVF Humanitarian Grants Committee no less than thirty (30) days prior to the LOVF Board Meeting.

DATE: _____

REQUEST: VISION SCREENING DEVICE HEARING SCREENING DEVICE OTHER _____

NOTE: EQUIPMENT PURCHASED WITH THE ASSISTANCE OF A LOVF GRANT MUST BE MADE AVAILABLE TO OTHER LIONS CLUBS WHEN NOT IN USE.

ASSISTANCE REQUESTED: MATCHING GRANT \$ _____

MATCHING FUNDS COMING FROM: CLUB DISTRICT OTHER _____

CLUB/DISTRICT REQUESTING ASSISTANCE

LIONS CLUB _____ DISTRICT _____

LION CONTACT PERSON'S NAME _____

ADDRESS _____

TELEPHONE _____

EMAIL _____

PLEASE PROVIDE OR ATTACH ANY ADDITIONAL INFORMATION TO SUPPORT YOUR GRANT REQUEST.

PLEASE SUBMIT THIS GRANT REQUEST ELECTRONICALLY OR BY MAIL TO LOVF HUMANITARIAN GRANTS CHAIRPERSON.

You must also submit this LOVF Grant to your District Governor and LOVF District Representative.

**LIONS OF VIRGINIA FOUNDATION, INC
GRANT REQUEST FOR HUMANITY ASSISTANCE**

Application for assistance completed form must be submitted to the LOVF Humanitarian Grants Committee no less than thirty (30) days prior to the LOVF Board Meeting

DATE: _____

CLUB/DISTRICT REQUESTING ASSISTANCE

LIONS CLUB _____ DISTRICT _____

LION CONTACT PERSON'S NAME _____

ADDRESS _____

TELEPHONE _____

EMAIL _____

TYPE OF ASSISTANCE REQUESTED: MATCHING GRANT \$ _____ OTHER \$ _____

MATCHING FUNDS COMING FROM: CLUB DISTRICT OTHER _____

DESCRIBE PURPOSE: _____

PLEASE PROVIDE OR ATTACH ANY ADDITIONAL INFORMATION TO SUPPORT YOUR GRANT REQUEST.

**PLEASE SUBMIT THIS GRANT REQUEST ELECTRONICALLY OR BY MAIL TO LOVF
HUMANITARIAN GRANTS CHAIRPERSON.**

**You must also submit this LOVF Grant to your District Governor and
LOVF District Representative.**

**LIONS OF VIRGINIA FOUNDATION (LOVF)
Post Emergency Grant Report Form**

District Governor _____ District _____

Amount awarded _____ Type of disaster _____

Date disaster occurred _____ Date emergency grant relief efforts completed _____

Number of direct beneficiaries _____

<u>Number of People Assisted</u>	<u>Final Emergency Grant Budget.</u> <u>Type of Assistance</u>	<u>Amount Spent</u>
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Amount Returned to LOVF _____

PLEASE INCLUDE....

- Original receipts for all items and supplies purchased with LOVF funds
- Photos showing the Lions involvement in relief activities

As the grant administrator, in signing this document, you verify that the information contained in this report submitted to LOVF details and accurate and factual accounting of the Lions relief efforts carried out with LOVF grant funds.

DATE _____

Grant Administrator: Name (print) _____

Signature _____

Failure to submit a final report in a timely matter may affect the district's chances of applying for subsequent or future emergency grants. LOVF must first close out previous emergency grants before considering additional requests for assistance. Please contact LOVF with any questions.

Please remember, emergency grant funds must be used only to provide basic necessities—such as food, clothing, bottled water and medical supplies. The LOVF funds may not be used to rebuild damaged structures or to provide housing for disaster victims. Other relief organizations and government agencies are better positioned to address such longer-term needs.

If the grant funds are used for ineligible expenditures or handed over to another organization, the District will be asked to reimburse this amount to LOVF. Please contact LOVF if there are any questions regarding what qualifies as an eligible expenditure.

Lions of Virginia Foundation Special Needs Equipment Program

1. The Lions of Virginia Special Needs Equipment shall be a Standing Committee of the Lions of Virginia Foundation.
2. The Committee Members shall consist of two representatives from each Sub-District as appointed by the District Governor on a yearly basis.
3. The LVSNE Committee Chairperson shall be appointed by the President of the Lions of Virginia Foundation on a yearly basis. The Committee Chairperson shall act as a liaison between LOVF and the Sub-District LVSNE Representatives.
4. The LVSNE Committee Chairperson shall be a member of the LOVF Board of Directors with full voting privileges.
5. The Lions of Virginia Foundation will include a Block Grant in its annual Budget for use by the LVSNE Committee. The specific amount of the Block Grant will be determined by the LOVF Board of Directors.
6. The LVSNE Committee Chairperson shall have the authority to disburse the Grant Funds for special needs equipment as deemed appropriate by the LVSNE Committee and consistent with 501c3 practices. Properly descriptive invoices, along with any supporting documentation shall be submitted to the LOVF Treasurer who shall pay the invoices against the LOVF Block Grant allocation.
7. The LVSNE Committee Chairperson shall submit a written report to the LOVF Board of Directors at each Quarterly Board Meeting, including supporting documentation for all funds disbursed under this Program.
8. The LVSNE Committee Chairperson may request in writing, additional Block Grant Funding if special circumstances arise, provided all previous documentation for special needs equipment has been submitted and approved by the LOVF Board of Directors.
9. The use of a Bailment Agreement for new or used special needs equipment shall be at the discretion of the LVSNE Committee Chairperson.

FUND RAISING

General: There is one form of fund raising currently used by the Foundation, i.e., the annual raffle which is explained in the following:

A. Raffle. The Foundation shall sponsor and conduct an annual State-wide raffle offering three prizes.

- First prize: \$10,000.00 Cash
 - Second prize: \$500.00 Cash
 - Third prize: \$500.00 Cash
1. Tickets shall be prepared, numbered individually and booked thirty per book. Tickets should be distributed to the elected District Representatives in the quantities available as soon as possible after the beginning of the Lions year.
 2. For each ticket book (30 tickets) sold, the clubs shall retain \$20.00 and give LOVF \$10.00. Monies must accompany the ticket stubs when they are turned in.
 3. Completed stubs should be turned in at the Lions of Virginia State Convention. Drawing will be held the last day of the convention.
 4. The seller(s) of the winning ticket(s) shall receive \$100.00 each.
 5. Individual Lions, Lioness, Leo members or their family are eligible to participate in the raffle, but Lions Clubs, Lioness Clubs and Leo Clubs names may not be placed on raffle tickets.
 6. After adjournment of the State Convention, the Foundation's Representative of the District in which the next State Convention is to be held, shall arrange for the transportation and storage of the raffle "barrel".

LOVF RAFFLE TICKET:

- Ticket is 6 1/2" X 2 3/4" in size with 1/2" of its length being used to staple the tickets in the book together.
- Three inches from the left margin there is a serration so the stub section can easily be separated from the information section of the raffle ticket.
- A unique number is imprinted on each ticket. This number is printed on the stub as well as on the informational portion of the raffle ticket.

LIONS OF VIRGINIA DISTINGUISHED HUMANITARIAN RECOGNITION (DHR)

A plaque shall be issued in consideration of a contribution to the Foundation in the amount of seven hundred fifty dollars (\$750.00). The contribution may be paid in up to three installments over a period not to exceed three years. The plaque will be issued as follows:

1. When one payment of \$750.00 is received by LOVF the plaque will be issued at the request of the sponsor.
2. When two or three payments for the total of \$750.00 have been received by LOVF, the plaque will be Issued at the request of the sponsor.
3. The \$10.00 given to LOVF per raffle ticket book, will not count towards this contribution.
4. The designee may be an individual or organization within or outside of Lions Clubs International.
5. The contribution may be made by an individual or an organization, and may be made in memory of, or honor of, an individual.
6. The Foundation may choose, on a limited occasion, to recognize a person or organization which has rendered particularly meritorious service to the Lions of Virginia Foundation itself, by the presentation of the DHR plaque. When such recognition is to be considered, a regular application, along with a description of why the recognition is warranted, shall be completed by the recommending person/entity. That application shall be presented to the Executive Committee for consideration, at least sixty days prior to the meeting at which it would be voted on. The Executive Committee shall have the authority to decline the application, or submit it to the full LOVF Board for its final approval.
7. Application must be made using the LOVF Distinguished Humanitarian Recognition form.

Progressive Lions of Virginia Distinguished Humanitarian Recognition: This recognition consisting of a small diamond added to the lapel pin may be awarded as additional recognition to anyone who has previously received the DHR upon receipt of a donation of \$750.00 to LOVF. Application must be made using the Progressive LOVF Distinguished Humanitarian Recognition form.

LIONS OF VIRGINIA FOUNDATION INC.

APPLICATION

<http://LOVF.org>



LIONS OF VIRGINIA FOUNDATION, INC.
Founded in 1972

THE LOVF DISTINGUISHED HUMANITARIAN RECOGNITION (DHR)

The following person has been nominated to receive the above award. Our club/personal check of \$750.00 is enclosed or partial payment of \$_____ is enclosed. Memorial donation Yes or No

LOVE Humanitarian Award No: (Leave Blank)_____

(May be made in one, two or three payments over three years)

1st payment Check #_____ Check Date_____ Amount \$_____

2nd payment Check #_____ Check Date_____ Amount \$_____

3rd payment Check #_____ Check Date_____ Amount \$_____

Name of Recipient (As it is to appear on the plaque) please Print or type

Mr/Mrs/Lion/Lioness/Honorable:_____

Address of Recipient:_____

City:_____ State:_____ Zip+ 4_____

Telephone No:_____ Fax No:_____

Email Address:_____

Name of Sponsoring Club/Lion:_____

District 24:_____ Date of Application:_____

Name/Address of Club Secretary:_____

Street_____ City:_____ State:_____ Zip+4_____

Telephone No:_____ Fax No:_____

Email Address:_____

Signature:_____ Club Secretary or President

Date by which Award must be received_____

(Please allow 30 days for processing)

NOTE: The plaque will be sent to the Club Secretary after a total of \$750.00 is received unless otherwise indicated above.

IRS Federal Identification Number = **23-7321881**

Virginia Retail Sales and Use Tax Certificate of Exemption Number = **SE540284449F05052019**

Please mail application and check to the LOVF Distinguished Humanitarian Recognition Chairperson.

LIONS OF VIRGINIA FOUNDATION INC.

APPLICATION

<http://LOVF.org>



LIONS OF VIRGINIA FOUNDATION, INC.
Founded in 1972

THE PROGRESSIVE DISTINGUISHED HUMANITARIAN RECOGNITION (PDHR)

The following person has been nominated to receive the above award. Our club/personal check of \$750.00 is enclosed or partial payment of \$_____ is enclosed. Memorial donation Yes or No

LOVF Progressive Humanitarian Recognition No: (Leave Blank) _____

(May be made in one, two or three payments over three years)

1st payment Check # _____ Check Date _____ Amount \$ _____

2nd payment Check # _____ Check Date _____ Amount \$ _____

3rd payment Check # _____ Check Date _____ Amount \$ _____

Name of Recipients please Print or type

Mr/Mrs/Lion/Lioness/Honorable: _____

Address of Recipient: _____

City: _____ State: _____ Zip+ 4 _____

Telephone No: _____ Fax No: _____

Email Address: _____

Name of Sponsoring Club/Lion: _____

District 24: _____ Date of Application: _____

Name/Address of Club Secretary: _____

Street _____ City: _____ State: _____ Zip+4 _____

Telephone No: _____ Fax No: _____

Email Address: _____

Signature: _____ Club Secretary or President

Date by which Award must be received _____

(Please allow 30 days for processing)

NOTE: The lapel pin with diamond will be sent to the Club Secretary after a total of \$750.00 is received unless otherwise indicated above.

IRS Federal Identification Number = **23-7321881**

Virginia Retail Sales and Use Tax Certificate of Exemption Number = **SE540284449F05052019**

Please mail application and check to the LOVF Distinguished Humanitarian Recognition Chairperson.

APPENDIX E LOVF 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 M, 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 interest 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 or, 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. Inconformity 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 believe 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 boards 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.

