



CINNAMINSON BASEBALL

ORGANIZATIONAL BYLAWS



ARTICLE I - PURPOSE OF THE ORGANIZATION

- A. In conformity with, and pursuant to, the principals, rules, and regulations of Cal Ripken Baseball, a Division of Babe Ruth Baseball Inc., Cinnaminson Baseball (CB) is dedicated to the ideals of teamwork, honesty, loyalty, fair play, and good sportsmanship for the youth of Cinnaminson, New Jersey. Through these ideals and the medium of a supervised and competitive baseball program, the organization's goal is to foster an environment that provides our youth with the necessary foundation and skills (both physical and mental) so that they may be better prepared to grow as student athletes. The organization works to achieve these goals through organizing, implementing and supporting (1) spring and fall in-town season leagues consisting of both practices and games for registrants, (2) Cinnaminson travel team baseball programs, and (3) offseason training programs for Cinnaminson youth. In addition, the organization participates in the recruiting and training of volunteers to assist in achieving the organization's mission and objectives, as well as seeks to be an active supporter/contributor to community-based initiatives and events.
- B. CB is organized exclusively for charitable and educational purposes under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization is self-supporting and receives no Federal, State or local government funding. The organization's activities are primarily funded through (1) tournament and in-town season registration fees, (2) sponsorships, (3) annual spring season fundraising event, (4) concession stand operations, and (5) donations. Its federal taxpayer identification number is available upon request.

ARTICLE II - ADMINISTRATION

- A. CB will be governed by a Board of Directors (called the CB Board) composed of at least nine (9) residents, but no more than 25. This CB Board is responsible for the policies, operating procedures, and By-Law amendments as adopted. The CB Board of Directors shall be selected by a majority approval of the existing Board of Directors by October 31 of each year and, for Executive Board members, should serve two year terms. A call for volunteers (if necessary) will occur between September and December. If there are more candidates for Board vacancy seats than vacancies, interviews will be conducted by a subcommittee chaired by the President. The President will recommend to the Board the candidates selected prior to the CB Board's vote.
- B. The following organizational structure will exist:

Executive Officers:

President: Responsible for overseeing the general operation, management and planning of Cinnaminson Baseball and ensuring that the organization's activities are compliant and in furtherance of its mission. Coordinates all aspects of CB activities, including, but not limited to, administration, budgeting, fundraising, equipment management and fields. Ensures effective external communications about the organization and its mission, priorities, importance, programs and activities. Coordinates communication and information between CB and the Babe Ruth/Cal Ripken Baseball organization. Schedules regular and, when needed, special CB Board meetings and compiles and shares the agenda of such meetings with the Board. Chairs all CB meetings and

conducts the meetings in accordance with [*Robert's Rule of Order*](#). Only votes on issues pertaining to CB when a tie vote needs to be broken. Plans, directs, and coordinates the inventory and purchase of in-town spring and fall season uniforms.

Vice President: Responsible for providing assistance/support to the President in all aspects involving the general operation, management and planning of Cinnaminson Baseball and ensuring that the organization's activities are compliant and in furtherance of its mission. In the absence of the Present, presides over all CB activities and serves as Chair in CB meetings.

Secretary: Records, compiles, and distributes minutes of all CB meetings. Maintains and communicates membership attendance of CB Board meetings, including the reporting of any attendance issues. Serves as the custodian of Cinnaminson Baseball's documents and records including, but not limited to legal documents, health-related documents, rules/bylaws, guidance documents, and instructional material. Responsible for reviewing and updating documents as necessary and ensuring all documents are stored in a manner that is readily accessible for inspection by executive officers, directors and/or members. Serves as Chair in CB meetings in the absence of the President or Vice President.

Treasurer: In cooperation with the President, responsible for administration and management of all financial affairs associated with CB; effectuating compliance with the financial goals and mission of the organization. Responsible for preparation of an annual budget for Board approval prior to the start of the calendar year, regularly monitoring and comparing actual revenues and expenses incurred against such budget and reporting such findings at the CB Board meetings. Prepare and share a Treasurer's Report with members of the CB Board at the designated frequency. Coordinate all revenue/deposits and expenses/disbursements associated with CB and maintain proper documentation for such activities. Coordinate the filing and/or update of financial information to the Federal and State governments (e.g. annual tax returns, business status, etc...). Serves as the custodian of CB's financial and tax documents and records.

Directors (in alphabetical order):

Equipment Director: Plans, directs and coordinates the availability, distribution, and retrieval of equipment necessary for all CB leagues. With approval from the President and Treasurer, procures all necessary equipment. Reports on the inventory of equipment to the Board by February of each year. Ensures that the field boxes are adequately stocked with necessary equipment and supplies (e.g. medical kits, spray paint for bases, etc...).

Fundraising Director: Responsible for the planning, coordination, and implementation of all non-sponsorship fundraising for Cinnaminson Baseball. This includes, but is not limited to, organization and implementation of CB's spring season fundraising event. Responsible for the overall operation of the concession stand at Memorial Park including the purchase of inventory, coordination of the schedule for volunteer staffing, coordination of volunteer staff training, and coordination of the drop-off and pick-up of the cash drawer.

In-Town League Director(s): There are *six (6)* in-town league directors; one for each of the Tee Ball, Rookie, Kid Pitch, Farm, Majors, and Babe Ruth leagues. Responsibilities include, but are not limited to, (1) recruitment and team assignment of coaches, (2) finalization and communication of the league's gameplay rules to the coaches, (3) preparation and management of the league's draft in a fair and equitable manner, (4) preparation of the league schedule in accordance with the governing CB policies (e.g. one weeknight and Saturday practice or game per week), (5) communication of the league schedule to coaches and the IT Director prior to the start of the season, (6) communication, follow-up, and confirmation of coach certifications consistent with a CB Board approved program (if required), (7) coordination with the Treasurer on payment of umpires for the season (if applicable),

and (8) in-season assistance and support for coaches/teams throughout the season.

Information Technology Director: In coordination with the executive board, responsible for serving as a point contact and administering all IT related activities for CB including, but not limited to, the (1) purchase, setup, and maintenance of CB's league management software, (2) update and maintenance of Cinnaminson Baseball's website, and (3) the setup and maintenance of Cinnaminson Baseball presence in social media. Responsible for the update/maintenance of Memorial Park's baseball field schedule and sharing the schedule with the appropriate township representative(s).

Offseason Training Director (7 & under): Responsible for all aspects of the planning, coordination, and implementation of fall and winter offseason training/clinics for CB participants 7 years or younger. This includes, but is not limited to, securing a venue for the events, securing trainers (if needed), preparing and distributing advertising material for the events, coordinating the registration process, and overseeing the events.

Opening Day Director: Responsible for the planning, coordination, and implementation of the opening day ceremony for the spring baseball season. This includes, but is not limited to, (1) developing and finalizing an agenda for the event, (2) securing the appropriate speakers/participants (e.g. someone to sing the national anthem, a representative from the Township committee, etc...), and (3) serving as the master of ceremonies.

Picture Day Director: Responsible for the planning, coordination, and implementation of CB's spring season picture day. This includes, but is not limited to, (1) securing a photographer, (2) selecting the event date(s), (3) preparing the event's schedule, and (4) coordinating event information sharing with the CB community.

Sponsorship Director: Responsible for all aspects of securing and implementing sponsorship of Cinnaminson Baseball. This includes, but is not limited to, (1) the annual update and maintenance of sponsorship costs and informational material, (2) solicitation of sponsorship renewals, (3) solicitation of new sponsors, (4) coordinating the purchase and distribution of advertising materials at Memorial field (e.g. banners), and (5) coordination of sponsorship advertising on CB's website.

Travel Team Director: Responsible for coordinating all aspects of travel team baseball for CB including, but not limited to, (1) scheduling, advertising, and securing evaluators for all age-group specific travel team tryouts, (2) ensuring that a standard and consistent rating process is implemented among all age groups and within each tryout, (3) coordinating a consistent results notification process for all tryout participants, (4) coordinating the procurement and purchase of uniforms and equipment for the travel teams and communication of costs to the coaches, (5) organizing and ensuring that all baseball coaches are certified in accordance with a CB Board approved certification program.

Tournament Director: Responsible for the planning, coordination, and implementation of any CB sponsored tournament (e.g. "Summer Slam"). In coordination with the Executive Board, establish the date(s) and registration fees for the tournament(s). Prepare the advertising material for the tournament(s) and coordinate its distribution/availability. Establish/secure the appropriate method/software to administer the tournament(s), including the registration process, game scheduling, and results availability. Coordinate event scheduling of the concession stand with the Fundraising Director. Oversee and provide same-day support for event operations. Coordinate information transmission with participating teams and provide answers to questions. Coordinate assistance with field maintenance and preparation between games.

Umpire Director(s): There are *two* umpire directors; one for the Kid Pitch League and older leagues and one for the Rookie League and under leagues. The umpire director for the Kid Pitch and older leagues is responsible for securing and scheduling adult umpires for in-town and/or travel games in

coordination with the applicable league directors and travel team coaches. The umpire director for the Rookie and under leagues is responsible for securing and scheduling umpires (often middle or high school kids) for in-town and/or travel games, when requested, in coordination with the applicable league directors and travel team coaches.

- C. All positions will be voted on, and selection will be by majority vote.
- D. Each CB Board member must hold at least one of the positions identified in this Article. CB Board members may not hold more than three positions at one time.
- E. CB Board members and past presidents that meet the following thresholds will have one vote on all matters pertaining to Cinnaminson Baseball, except the current President who will only vote to break a tie. In order to be able to vote, a Board member must have attended at least 3 out of the last 4 scheduled board meetings prior to the vote or more than 75% of the Board meetings held within the past 12 months starting from their first attendance at a meeting. Past presidents, who do not hold a current Board position, must have attended at least 2 out of the last 4 scheduled board meetings prior to the vote or more than 50% of the board meetings held within the past 12 months.
- F. CB Board members must attend no less than 50% of the board meetings held within the past 12 months starting from their first attendance at a meeting and may not miss more than 3 meetings in a row to remain in good standing. Members that fail to comply with this provision, at the discretion of the Board, *may* be asked to voluntarily resign their position on the Board or *may* be removed from their position on the Board subject to a two-thirds vote of the CB Board.
- G. The President has the right to appoint residents to vacated CB Board spots with the majority approval of the CB Board.
- H. If an individual affected by a decision of CB disagrees with a decision or policy, the individual has the right to appeal that decision or policy to the CB Board in writing. The CB Board will consider and vote on the appeal with a two-thirds vote required on any motion.

ARTICLE III - MEETINGS

- A. The CB Board will have regular meetings. Meetings will be called by the President. Two-thirds of the CB Board must be present to take any official action (a quorum).
- B. Regular meetings will be open to the public.
- C. Special meetings will be called by the President when deemed necessary. Written or telephone notice giving at least 24 hours is required. There must be a quorum of at least two-thirds of the CB Board to make any meeting official. Special meetings are closed to the public.

ARTICLE IV - YOUTH MEMBERSHIP

- A. Cinnaminson Baseball is open to any resident of Cinnaminson, and/or attendant of Cinnaminson schools. Attendants of Cinnaminson Schools, that are not residents of Cinnaminson must submit a written request to CB.
- B. Registrants into CB must provide proof of age and residence if requested.

- C. Non-residents and non-school attendees may be approved to participate in Cinnaminson Baseball, subject to two-thirds approval of the Cinnaminson Baseball Board of directors.

ARTICLE V - LEAGUES

- A. CB will be divided into the following leagues:

| <u>LEAGUE</u> | <u>BASEBALL AGE</u> |
|----------------------|---------------------|
| Babe Ruth | 15, 14, 13 |
| Majors | 12, 11 |
| Farm | 10, 9 |
| Kid Pitch | 8 |
| Rookie (Coach Pitch) | 7, 6 |
| Tee Ball | 5, 4 |

- B. A player's age will be based on his age as of April 30 of the current baseball season and will determine league placement.
- C. CB will operate under Cal Ripken or Babe Ruth rules where appropriate with supplemental rules ("house rules") being established for a particular league. Copies of supplemental rules will be in writing and distributed to CB Board members, managers and coaches through the appropriate League Director prior to the start of the baseball season. Supplemental rules must be approved by the majority of the CB Board.
- D. Each League will have a League Director who must be a member of the CB Board. League Directors will be approved by the Board. If necessary, the President may appoint a Co-League Director.
- E. League Directors have complete responsibility to run the Leagues they are directing within the rules of these By-Laws. The League Director chooses coaches (subject to Board approval), establishes procedures for player assignments, equipment distribution, scheduling of games and make-up games, assignment of playing fields for games and practices, declaring a rain-out or forfeit and making determinations on the status of the League. All players' assignments after the draft must be brought to the CB committee. All Leagues are encouraged to have a Coaches' meeting organized by the League Director. All decisions will be based on the principles of equity, fairness and good sportsmanship for the overwhelming benefit of CB and residents of Cinnaminson. Managers of a team in a particular League can appeal a decision of that League to the CB Board where two-thirds vote will render a final decision on that appeal.
- F. The League Director may schedule a play-off format for Majors and Babe Ruth.
- G. Any League Director is invited to request participation in end-of-year tournaments. All tournament team play must be approved. CB will not support any tournament without the approval of the CB committee. The League Director will establish procedures for tournament team selection consistent with age requirements of a tournament and in accordance with the following guidelines:
- All League players are eligible to try out for all tournament/travel teams.
 - Managers and coaches to be determined by CB. All managers must have coached an in town team to be eligible to manage tournament/travel team.
- H. League rules are subject to the approval of a majority of the CB Board.
- I. If there are not enough Cinnaminson residents registered in a particular League to ensure an in-town

league, the League Director is authorized to compete in an inter-town League consistent with the CB By-Laws and if approved by the CB Board.. Exceptions to the CB League Rules can be authorized in this circumstance with the majority approval of the CB Board.

ARTICLE VI - TEAM COMPOSITION

- A.** Teams will be comprised of registered players and distributed evenly to make a League. Player distribution will occur in a fair, even-handed manner to ensure equity. Drafts of players based on rating or tryouts are encouraged.
- B.** Player registration will begin in January according to a schedule established by the Commissioner. At least two sets of registrations will be held with a late registration occurring before a closing date set by CB. (An additional fee may be charged for registration after the late registration date). After closing date, only new residents will be accepted. Registration will receive maximum publicity throughout the Township.
- C.** Each team is allowed only one manager/player(s) prior to the drafting of teams. Manager's children will count as one draft choice per the rating assigned in the respective round. Assistant coaches prior to draft must be approved by the coaches and League Director.
- D.** All coaches must be approved by the Board.
- E.** After registration is closed, players can be added to teams according to procedures established by the League Director. Fairness must be assured. Players can only be added if openings exist or if enough late players register to form a new team.

ARTICLE VII - FEES

- A.** A birth certificate may be required for the first year at registration. Fees for player participation will be established consistent with the approved budget. Fees must be approved by a majority vote of the CB Board.
- B.** Upon request to any CB Board Member of financial hardship that would deny participation by any child, the registration fee can be waived by a majority vote of the CB Board.
- C.** All fees for travel/select teams will be covered by that team.

ARTICLE VIII - TRAVEL AND TOURNAMENT TEAMS

- A.** If there is enough interest demonstrated via registration, the CB Board is authorized to sponsor a travel/tournament team in any age group.
- B.** Travel team managers are determined by a majority vote of the CB Board. All managerial candidates are required to manage an in town team to be eligible.
- C.** Travel/tournament teams will hold tryouts to any interested registered player from the appropriate age group with the designated independent committee having complete authority over team composition.
- D.** All travel/tournament teams will abide by the rules established for that League. Age requirements, player

participation, game rules, pitching rules of that League will prevail. The CB Commissioner and these Bylaws have jurisdiction over all other matters.

- E. Travel team players are eligible to participate in the CB in-town league and/or on tournament teams. Travel players must make every reasonable effort to attend all in town games. District players must have played 50% plus one additional in town game to be Ripken eligible.
- F. Travel team may seek other players only when roster number drops below 10 players. These players must be approved by the CB. All Cinnaminson Players would be considered first.

ARTICLE IX - BUDGET

- A. All costs necessary to prepare the final budget will be submitted to the CB Board via the President and/or Treasurer by the November CB Board meeting.
- B. A final budget will be submitted to the Cinnaminson Baseball Board for approval for their December meeting.
- C. CB must operate within its approved budget.
- D. A Treasurer Report should be presented to the Board on a quarterly basis, or as requested by the President.
- E. All budgets, expenditures over \$1000.00, and operating procedures must be approved by a majority approval of the CB Board. Any disbursement greater than \$1000 requires the original, wet signatures of authorized CB check signers.

ARTICLE X - INSURANCE

- A. General Accident and Liability Insurance will be provided to CB, as well as Director and Officer Insurance as approved by the Board.
- B. All CB Board members, managers, coaches and umpires must attend any safety training as prescribed by the CB Board in order to assure proper insurance coverage.

ARTICLE XI - DECORUM

- A. All CB Board members, managers, coaches, umpires, players and parents must at all times display good sportsmanship and refrain from the following.
 - 1. Throwing equipment.
 - 2. Physical conduct outside of normal baseball behavior.
 - 3. Drugs/alcoholic beverages on the field, premises or parking lot.
 - 4. Obscene, crude language.
 - 5. Smoking/smokeless tobacco by players, managers and coaches.
- B. If any of the above behaviors are violated, the first offense is a warning, second, game suspension and third, will be remainder of season and next season. The League Director has the authority to correct any poor behavior or to recommend to the CB Board to suspend the person(s) responsible for that behavior.

Suspension will be for two games, unless otherwise mandated by CB.

ARTICLE XII - BYLAW INTERPRETATION

- A. Any interpretation of these By-Laws will be made by the President and the CB Board at either a regular or special meeting and, if disagreement, will be voted upon with a majority deciding the issue.
- B. The CB Board may adopt temporary rules in specific circumstances not provided for in the Bylaws, but deemed in the best interest of CB. Temporary rules apply only to that situation and must be approved by the President and a majority of the CB Board.

ARTICLE XIII - BYLAW AMENDMENT

- A. Bylaw amendments may be proposed by any CB Board member and must be approved by two-thirds vote of the CB Board.

ARTICLE XIV – DISSOLUTION CLAUSE

- A. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Addendum 1

CINNAMINSON BASEBALL

CONFLICT OF INTEREST POLICY

Article I – Purpose

It is important for Cinnaminson Baseball (the “Organization”) directors and officers to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the persons associated with the organization are expected to have one or more interests and affiliations and various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more organizations.

The purpose of the conflict of interest policy is to protect the Organization’s tax-exempt 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.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the organization’s obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the organization do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the board of directors of the organization has a duty of loyalty to the organization. The duty of loyalty generally requires a director to prefer the interests of the organization over the director’s interest or the interests of others. In addition, directors of the organization shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the organization or cause there to arise any sanction or penalty by a governmental authority.

Article II – Definitions

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.

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 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

While it is very rare that a director or member of the Organization would receive 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 where applicable:

- 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 impermissible private benefit or in an excess benefit transaction.

Article VII – 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.