

Partial

Cordata Neighborhood Assoc. EIN 56-2528695

Cordata Neighborhood Association

By-laws

Section I: Name

The name of the organization shall be the Cordata Neighborhood Association, which is organized under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03), as a 501(c)(3) organization, and hereafter referred to as the Association.

Section II: Purposes and Powers

2.1. Purposes. The purposes for which this Corporation is formed are exclusively charitable, scientific, or educational purposes, and to lessen the burdens of government and consist of the following:

2.1.1. To provide an open forum for the Cordata neighborhood to meet and discuss issues and to work closely with government, business, and other entities to address neighborhood concerns. To promote and provide a sense of community within the Cordata neighborhood area; and

2.1.2. To educate neighbors and the community about relevant issues including the best use of neighborhood resources, matters of environmental concern and preservation; safety; and

2.1.3 To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction with others, whether such others be persons or organizations of any kind of nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

2.2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

Section III: Membership

Section 3.1. Membership. All persons-living in the Cordata Neighborhood, owning property or business in the Cordata Neighborhood, or living within the sphere of influence of the Cordata Neighborhood as determined by the Board of Directors are eligible for membership.

Section 3.2. Process. Eligible persons become members upon the payment of the dues and upon signing the membership roll with the Association secretary. The membership year shall begin January 1.

Section 3.3. Dues. Dues shall be established by the Board of Directors. Dues will be kept minimal to encourage participation and shall be payable on or before the annual meeting in winter quarter each year.

Section 3.4. Voting. Each paid member household (or address) of the Association shall be entitled to one vote.

Section 3.5. Termination. Membership shall cease by resignation, non-payment of dues, or removal for cause:

3.5.1. Resignation. A member in good standing may resign by sending a written resignation to the Association secretary at the Association address. The resignation shall be effective upon receipt unless otherwise specified.

3.5.2. Non-payment of dues. Dues are due annually on January 1st. Members shall be purged from the membership rolls if dues are not paid by March 31st of each year.

3.5.3. Removal for cause. A member may be removed from membership for failure or refusal to work within the framework of the organization. The essential steps for imposing discipline or expelling a member as delineated in the parliamentary authority shall be followed.

Section IV: Membership Meetings

Section 4.1. Regular Meetings. The regular membership meetings of the Association shall be held at least quarterly on a day and time designated by the Board of Directors with the dates for the year adopted at the annual meeting. All regular membership meetings are open to the public. Advance notice of general membership meetings shall be provided to neighborhood stakeholders through at least two of the following: published newspaper notice, general mailings, electronic


media, delivered handbills or flyers, other media notices and/or notices and signs posted prominently throughout the neighborhood.

Section 4.2. Notice of Meetings. Deleted

Section 4.3. Annual Meeting. A regular meeting during winter quarter (January-March) shall be known as the annual membership meeting held for the purpose of electing directors, adoption of regular meeting dates for the coming year, adoption of the Treasurer's report, and for any other business that may arise. Notice stating the place, day and hour of the annual meeting shall be delivered at least five (5) days prior to the date of the meeting, either personally, electronically, by mail, or by telephone to each member by members of the Board of Directors. Good faith attempts shall be made to inform non-members of the Association living in the Cordata Neighborhood of the meeting through announcements in the appropriate media.

Section 4.4. Special Meetings. Special meetings may be called by the President, or by the Board of Directors, or upon the written request of not less than sixty percent (60%) of the membership. The purpose of the meeting shall be stated in the call. Except in the cases of emergency, five (5) days notice shall be delivered either personally or by mail by the secretary to each member. In case of emergency, notice shall be delivered before the time of the meeting.


Section 4.5. Quorum. Fifteen (15) percent of the members of the Association shall constitute a quorum.

 Section 4.6. Manner of Acting. The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, Articles of Incorporation or these Bylaws.

Section 4.7. Proxies. Deleted

Section 4.8. Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section V: Board of Directors

 Section 5.1. Composition. The Board shall be composed of no fewer than five members and no more than 12 members. It shall be the goal of the Association to have directors representing as broad a geographic cross-section of the neighborhood as possible.

Section 5.2. Responsibility. The Board of Directors shall control and manage the Association subject to direction from the membership. The Board shall transact the business of the Association between regular Association meetings.

Section 5.3. Offices. The Board positions shall be as follows:

5.3.1. President or Co-Presidents

5.3.2. Vice President

5.3.3. Secretary

5.3.4. Treasurer

5.3.5. Immediate Past President (Advisory position)

Section 5.4. Duties of Officers

5.4.1. President. The president shall preside over meetings of the Association including the annual meeting and meetings of the Board of Directors, and may designate the vice president as a temporary chair; shall appoint standing and special committee chairs with the approval of the Board of Directors; shall coordinate the duties of officers and committees; and shall perform such other duties applicable to the office as prescribed by the adopted parliamentary authority. The president or his/her designee is the officer authorized to make official statements on behalf of the Association to groups, organizations, and official entities. The president may appoint an Association parliamentarian.

5.4.2. Vice President. The vice president shall assist the president in his/her duties and, in the absence or incapacity of the president, perform the duties of the president. The vice president may serve as the program chair, planning, and organizing the annual meeting and other membership activities determined by the Board.

5.4.3. Secretary. The secretary shall serve as the secretary for the Association meetings including the annual meeting and for the Board of Directors. The secretary shall maintain a permanent file of all minutes, unfinished business, and records utilized in the business of the organization; shall organize clerical services for the organization; shall be responsible for all communications; centralize all records except the treasurer's files; and keep an updated file of maps, charts, plans, and statistics for the neighborhood. The secretary shall keep the roll of Association members and maintain mailing and email lists and shall be responsible for the required notification of members. The secretary shall perform such other duties applicable to the office, as prescribed by the adopted parliamentary authority.

5.4.4. Treasurer. The treasurer shall maintain accounting and membership dues records, receive and disburse funds, prepare financial statements, and paid membership numbers to be presented to the Board of Directors at its meetings; and shall propose an annual budget to be approved by the Board by November 30th and presented at the Annual Membership meeting the following winter quarter.

The treasurer shall work with the Secretary on maintaining a list of paid members; shall prepare the annual tax return for the IRS; and, working with the secretary, shall be responsible for submitting the annual report to the Secretary of State. The treasurer shall perform such other duties applicable to the office as prescribed by the adopted parliamentary authority.

5.4.5. Limitations No Officer or Director of the Association shall obligate an expenditure of Association funds in excess of One Hundred Dollars (\$100.00), the conversion of Association assets or incur a liability on behalf of the Association without prior approval of the Board of Directors.

Section 5.5. Terms of Office. The Directors shall hold office for a term of two years or until their successors are elected, and shall take office at the conclusion of the annual meeting.

Section 5.6. Quorum. A majority of the membership of the Board of Directors shall constitute a quorum.

Section 5.7. Removal of Directors. A director who misses three consecutive meetings of the Board shall be deemed to have resigned unless a written request to remain on the Board has been received by the secretary.

A Director may be removed from office for cause by affirmative vote, by ballot, of two thirds ($\frac{2}{3}$) of the Association members present and voting, a quorum being present, at any regular or special meeting called for that purpose; provided that a notice of the proposed actions to be taken shall be sent to the address as it appears in the Association records, not less than fourteen (14) days before the meeting to all members, and by certified mail to the Board member being challenged. The Board member may appear and present evidence, at this meeting. The essential steps for imposing discipline or expelling a member, as delineated in the parliamentary authority, shall be followed.

Section 5.8. Vacancy. If the Board membership falls below the minimum of five, such vacancy(ies) shall be filled by the Board at the first available opportunity.

Section 5.9. Qualifications. Directors shall be members in good standing of the corporation. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

Section 5.10. Replacement and Addition of Directors. The Board of Directors may appoint a replacement director even though Board membership exceeds five, and may appoint additional directors, limited by Section 5.1. prior to the next annual meeting, subject to approval of the membership at the next regular meeting. Notice of such action shall be provided to members in the manner specified in Section 4.3. and voting will be conducted as specified in Section 4.6.

Section VI: Election of Officers and Directors

An election of Board Members shall be held at the Annual Meeting each year.

Section 6.1. Eligibility. A person shall be a member of the Association to be eligible to be elected to the Board of Directors.

Section 6.2. Nominations. Nominations can be made at the January meeting or by mail, phone, or e-mail to the president prior to the winter quarter Annual Meeting. Nominees will submit vitas or present their qualifications at this meeting. Nominations may also be made from the floor at the Annual Meeting with the consent of the person nominated, at which time the nominee will provide brief information about his/.her qualifications.

Section 6.3. Voting. Voting shall be done at the Annual Meeting and shall be done by ballot unless there is only one candidate for a position, in which case, the president may declare that person elected by acclamation. Members may vote for all Board of Director positions.

All members shall sign the membership roster before voting on any issue or candidate.

Section 6.4 Term of Office. Unless a Director dies, resigns, or is removed, he or she shall hold office for two years or until his or her successor is elected, whichever is later.

Section 6.5. Annual Meeting. The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

Section 6.6. Regular meetings. By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

Section 6.7. Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two

Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place within the State of Washington as the place for holding any special Board or committee meeting called by them.

Section 6.8. Meetings by Telephone or E-mail. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone, e-mail, or similar communications equipment by means of which all persons participating in the meeting can hear each other, or read the e-mail. Participation by such means shall constitute presence in person at a meeting.

Section 6.9. Place of Meetings. All meetings shall be held at the principal office of the corporation or at such other place within the State of Washington designated by the Board, by any persons entitled to call a meeting or by waiver of notice signed by all Directors.

Section 6.10 Notice of Special Meetings. Notice of special Board or committee meetings shall be given to a Director in writing or e-mail or by personal communication with the Director not less than five days before the meeting. Notices in writing may be delivered or mailed to the Director not less than five days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need to be specified in the notice of such meeting.. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

Section 6.11. Waiver of Notice

6.11.1. In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

6.11.2. By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.12. Quorum. Fifty Percent plus one (50%+1 Director) of Directors in office shall constitute a quorum for the transaction of Business at any Board meeting. if a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6.13. Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

Section 6.14. Presumption of Assent. A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 6.15. Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 6.16. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.17. Removal. At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

Section VII: Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation

with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her, by law .

Section VIII: Parliamentary Authority

The current edition of the *Robert's Rules of Order, Newly Revised*, governs this Association in all parliamentary situations that are not provided for in the law or in the charter, bylaws, or adopted rules.

Section IX: Administrative Provisions

9.1. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by the Committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

9.2. Accounting Year The accounting year of the Corporation shall be the twelve months ending in December.

Section X: Indemnification

Section 10.1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation or, while Director or officer, he or she is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, trustee, officer, employee or agent or in any other capacity while serving as a Director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees,

judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such a person seeking indemnification in connection with the proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of the Directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceedings in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 10.2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 10.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at anytime thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or it's members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 10.3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested Directors or otherwise.

Section 10.4. Insurance, Contracts, and Funding. The Corporation may maintain insurance at its expense to protect itself and any Director, trustee, officer, employee, or agent of the Corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any Director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 10.5. Indemnification of Employees and Agents of the Corporation The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Section 10.6. Insurance. The City of Bellingham provides insurance for all Neighborhood Associations to indemnify the Board.

Section XI: Conflict of Interest Policy

Section 11. 1. 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.

Section 11.2. Definitions

11.2.1. 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.

11.2.1.1. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

11.2.1.2. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

11.2.2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

11.2.3. 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 Section 11.2.2., 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.

Section 11.3 Procedures

11.3.1 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.

11.3.2. Determining Whether a Conflict of Interest Exists. After the 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.

11.3.3. Procedures for addressing the Conflict of Interest.

11.3.3.1. 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.

11.3.3.2. 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.

11.3.3.3. 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.

11.3.3.4. 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.

11.3.4. Violations of the Conflicts of Interest Policy

11.3.4.1. 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.

11.3.4.2. 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.

Section 11.4 Records of Proceedings

11.4.1. The minutes of the governing board and all committees with board delegated powers shall contain:

11.4.1.1 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.

11.4.1.2. The names of the person 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.

Section 11.5. Compensation

11.5.1. 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.

11.5.2. 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. 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.

Section 11.6. Annual Statements

11.6.1. Each Director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

11.6.1.1. Has received a copy of the conflicts of interest policy,

11.6.1.2. Has and understands the policy,

11.6.1.3. Has agreed to comply with this policy, and

11.6.1.4. 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.

Section 11.7. Periodic Reviews

11.7.1. 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:

11.7.1.1 Whether the compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

11.7.1.2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payment for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 11.8. Use of Outside Experts When conducting the periodic reviews as provided for in Section VII, the Organization may, but need not, use outside advisors. If the outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section : Amendments

The Bylaws may be amended by a two-thirds (2/3s) vote of members present and voting at any regular meeting of the Association, provided that the amendment has been submitted in writing in the meeting notice to members.

Adopted: June 2nd 2009

Amended: February 8, 2011

2011 amendments added to official document: 11/15/2016

Jim Zander
Jim Zander, President

12/6/16
Date Adopted

Rosalie Nast
Rosalie Nast, Secretary

12-6-16
Date Adopted