

Constitution and Bylaws

Of the

WYOMING PUBLIC HEALTH ASSOCIATION

Adopted September 21, 2011

ARTICLE I - NAME

The name of this association, incorporated under the laws of the State of Wyoming, is the Wyoming Public Health Association hereinafter referred to as the “Association” or “WPHA.” The Wyoming Public Health Association is an affiliate of the American Public Health Association (APHA).

ARTICLE II - MISSION

The mission of the Wyoming Public Health Association is to promote a healthy Wyoming. The means in which we fulfill our mission are by creating a forum for discussion of public health issues, enhancing health consciousness through leadership in public health activities, and promoting the professional growth of its members.

ARTICLE III - MEMBERSHIP

Section 1 – Categories

There shall be four (4) categories of membership: Individual, Sponsoring, Student/Retired, and Agency.

- a. **Individual** membership is open to any person who is professionally engaged in or is otherwise interested in the mission and objectives of this Association.
- b. **Sponsoring** membership is open to those persons who, in addition to meeting the eligibility for Individual membership, wish to make additional financial contributions to the Association.
- c. **Student/Retired** membership is open to any person who is eligible for Individual membership, and is either enrolled as a full-time student or is retired from full-time employment.
- d. **Agency** membership is open to an agency, association, firm, corporation, or other organization that is engaged in or otherwise interested in supporting the mission and objectives of this Association. Agency memberships shall not entitle any individual, agent, officer, director, or employee of the Agency member to the benefits or privileges of an Individual membership. Agency memberships shall be granted at the sole discretion of the Board of Directors.

Section 2 – Privileges of Membership

All members in good standing within each membership category shall be entitled to one (1) vote on each matter submitted to a vote of the membership, excepting Agency members, who shall not be entitled to vote.

All members in good standing shall be eligible to stand for election to any vacant office of the Association, excepting Agency members, who shall not be entitled to stand for office.

Section 3 – Dues

Dues for each category of membership are set by the Board of Directors, and shall be published annually on all membership application forms and at such other places as the Board may direct. Any changes in the amount of dues for any membership category shall be considered by the Board and enacted on or before October 31st of each year, to become effective for the following calendar year, January 1 to December 31.

Dues are levied on all members annually on a ‘rolling’ basis and based on the date in which the member last paid his/her dues. All dues are collected by the Treasurer of the Association, with the assistance of the Membership Committee. Members receive dues reminders electronically prior to and for a limited period following their membership’s expiration date. To remain a member in good standing and eligible to cast votes and stand for office, each member shall be fully paid on his or her dues at the time of voting or nominations. Any members whose dues are not paid may not receive electronic communications announcing member activities such as nominations, voting, or other information or calls for action.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1 – Annual Meeting

The annual meeting of the membership shall be held one (1) time per calendar year, said meeting to commence on or before October 31st, on the date, time, and at the place designated by the Board of Directors.

The annual meeting shall be held for the purpose of electing officers, receiving reports from the Board of Directors, and conducting educational sessions and any other business of the Association that may arise.

Section 2 – Special Meetings

Special meetings of the Association may be called by the President, the Board of Directors, or by petition of ten percent (10%) of the membership. The Secretary shall provide, or cause to be provided, notice of the date, time, and place of any special meeting to each member not less than ten (10) days prior to the meeting. Notice of special meetings shall be deemed provided when delivered by postal mail, electronic mail, facsimile, or when announced at any prior public meeting of the Association where adequate notice was properly provided.

An affirmative vote of two-thirds of the members present at a special meeting shall be required to introduce any business that was not stated in the notice of the meeting.

Section 3 – Notice of Meetings

The Secretary shall provide, or cause to be provided, written or printed notice of any membership meeting of the Association, stating the date, time, and place of said meeting, which notice shall be sent to each member not less than ten (10) days or more than (60) days prior to

the meeting. Notices shall be deemed sent when delivered by postal mail, electronic mail, or facsimile.

Section 4 – Voting Procedure

Ten percent (10%) of the members of the Association, plus a quorum of the Board of Directors, as outlined in Article VII, Section 2, shall constitute a quorum necessary to conduct business at any membership meeting of the Association.

The vote of the majority (defined as fifty percent (50%) plus one) of the members present at a membership meeting at which a quorum is present shall be necessary for adoption of any matter voted upon by the membership, unless a different vote is specified by the Articles of Incorporation, these Bylaws, or any special rules of order adopted by the Association (e.g., online polling of members prior to the annual membership meeting on suggested changes to the by laws. See Article XII, paragraph c).

Section 5 – Cancellation of Meetings

In the event of inclement weather, storm, fire, flood, acts of war, civil disobedience, riot, national emergency, or any other unforeseen and/or emergency circumstances, the President may cancel any scheduled meeting of the Association. Every good faith effort shall be made to timely provide notice of the cancellation to all members, and to provide notice of the rescheduled date, time, and place of the meeting.

ARTICLE V – OFFICERS

Section 1 - Defined

The officers of the Association shall be the President, the President-Elect, the Secretary, the Treasurer, and the Affiliate Representative to the Governing Council.

Section 2 – Nomination and Election of Officers

- a. The Nominations Chair shall select a minimum of three (3) other members of the Association, besides him or herself, to constitute the standing Nominations Committee.
- b. One (1) time per calendar year, and prior to the date and time fixed by the Board of Directors for the annual business meeting, the membership shall elect the following: President-Elect, Secretary, Treasurer, Affiliate Representative to the Governing Council, and four (4) Directors-At-Large. Only those positions whose term in office expires on December 31 of the current year shall be elected during the given election period.
- c. The Nominations Committee shall select no less than two (2) consenting nominees for each elected position which will be filled at the annual meeting.
- d. No less than thirty (30) days prior to the commencement of the annual business meeting, the Nominations Chair shall provide, or cause to be provided, a prepared ballot to each member of the Association in good standing. The ballot shall contain the names of all candidates who have consented to run for office and who are members of the Association in good standing,

the office for which they are running, and the dates of the commencement and expiration of the terms in office.

- e. For the purposes of conducting the election of officers under this Section, a member shall be considered in good standing, and eligible to cast a ballot, if, on the thirtieth (30th) day prior to the date of the commencement of the annual meeting, the member has paid all of his or her membership dues for the current calendar year. Any member who pays his or her annual membership dues for the current calendar year on any date after the thirtieth (30th) day prior to the date of commencement of the annual meeting shall not be entitled to vote in the current year's election.
- f. Every ballot provided to the members in good standing shall contain an address where the ballot may be returned, via U.S. Mail or email, together with a fixed deadline date for the return of the ballot. The deadline date fixed for the return of the ballot shall be no less than ten (10) and no more than twenty (20) days prior to the commencement of the annual meeting.
- g. The Nominations Chair shall verify that no member casts more than one (1) ballot, and that all ballots received have been cast by members in good standing. No person other than the Nominations Chair or his/her representative from the Nominations Committee shall have access to the membership information linked to the identifier used on the ballot, if any, for the purpose of confidential voting.
- h. The Nominations Chair and his/her designee shall collect all ballots received by the published deadline for receipt, and shall tabulate the results of the balloting. Following tabulation of election results, the Nominations Chair shall not share any results of the election outside the Nominations Committee and Board of Directors prior to the designated date and time during the annual meeting except to contact newly elected officers to confirm acceptance of their new positions.
- i. At the annual meeting of the Association, the Nominations Chair shall rise to announce the results of the election to the membership.
- j. To be elected, all officers except the Directors At Large must receive a majority (fifty percent (50%) plus one) of all votes cast. The number of candidates for Director At Large equal to the number of upcoming vacancies for that office who receive the highest vote counts shall be recorded as elected.
- k. In the event that the vote conducted prior to the annual meeting results in a tie for any office, the Nominations Chair shall immediately conduct a tie-breaking election by secret ballot. The ballot shall contain only the names of the two (2) candidates who tied in the initial election, and shall be distributed only to members in good standing who are present at the annual meeting. No proxies or alternates shall be allowed, and the vote shall be limited only to Association members in good standing who are present. The results of the tie-breaking election shall be announced by the Nominations Chair to the membership as soon as is practical, but no later than the tenth (10th) day following the date of commencement of the annual meeting.
- l. The President-Elect shall hold office for a term of one (1) year. Upon the expiration of his/her one (1) year term, he or she shall automatically be elevated to the office of President on January 1 of the following year. Upon expiration of his or her one (1) year term as President, the outgoing President shall then fill the office of Director At Large for an additional one (1) year term, commencing January 1.

- m. The Secretary and the Treasurer shall each hold office for a two (2) year term, with a vacancy in only one (1) of the two (2) offices occurring each year.
- n. The Affiliate Representative to the Governing Council shall hold office for a three (3) year term.
- o. Term in office for all newly elected officers shall commence on January 1 of the calendar year immediately following their election at the annual meeting. The term in office for all outgoing officers shall expire on December 31.
- p. The office of President, if a vacancy occurs, shall be filled by the President-Elect. All other vacancies that may occur between annual meetings shall be filled by election of the Board of Directors, pending a minimum ten (10) days notice prior to the meeting at which the election shall take place.
- q. No individual may hold more than one (1) elected office at any time.
- r. Officers shall be responsible to forward in good order to their successors all records, guidance, materials and manuals incidental to their office.
- s. Officers and Directors shall not receive any salary or compensation for their services to the Association. With prior approval of the Board, a fixed fee and/or reimbursement of actual expenses may be allowed for attendance at meetings or other official business conducted on behalf of the Association.

Section 3 – Responsibilities of President

- a. The President is the Chief Executive Officer of the Association and supervises its business and affairs, its officers, agents, and employees.
- b. The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee.
- c. The President shall serve as a voting member and the presiding officer of the Executive Committee; and as a non-voting ex-officio member of all other Committees except the ad hoc Nominations Committee.
- d. The President shall, at the annual meeting of the membership, present a summary report of the actions of the Board of Directors during the preceding year, with a copy of such report attached to the minutes of the annual meeting.
- e. The President shall sign and execute in the name of the Association all deeds, contracts, or other instruments authorized by the Board.
- f. The President is encouraged, but not required, to be a member of the American Public Health Association. In the event that the elected President has individual responsibility to pay his or her own APHA dues each year, up to one hundred percent (100%) of said annual APHA membership dues may be paid from funds of this Association with the prior approval of the Board.
- g. The President may appoint a Sergeant At Arms, who shall act as parliamentarian and maintain the general order and decorum of all membership and Board meetings. The Sergeant At Arms shall serve at the pleasure of the President and the Board of Directors.
- h. The President shall perform all other duties incidental to the office of the President, or as may be directed by the Board of Directors.
- i. The President shall act as the immediate supervisor for any staff hired by the Association.

Section 4 – Responsibilities of President-Elect

- a. The President-Elect shall serve as President in the absence of the President and upon termination of the office of President for any reason.
- b. The President-Elect shall be responsible for coordination of the Standing Committees, the ad hoc Committees, and the Sections, and shall act as the liaison between the Board of Directors, the Committees, and the Sections.
- c. The President-Elect shall promptly advise the Board of any proposed actions by any of the Standing Committees, ad hoc Committees, or Sections that would alter the mission or objectives of the Association.
- d. The President-Elect shall serve as a voting member and the presiding officer of the Annual Meeting committee, and shall be responsible for planning and coordination of all Association sponsored programs.
- e. The President-Elect is encouraged, but not required, to be a member of the American Public Health Association. In the event that the elected President-Elect has individual responsibility to pay his or her own APHA dues each year, up to one hundred percent (100%) of said annual APHA membership dues may be paid from funds of this Association with the prior approval of the Board.
- f. The President-Elect shall perform all other duties incidental to the office of the President-Elect, and such other duties as may be directed by the President and/or the Board.

Section 5 – Responsibilities of Secretary

- a. The Secretary shall keep minutes of all meetings of the Association, the Board of Directors, and the Executive Committee, and shall serve as the custodian of all official records of the Association.
- b. The Secretary shall consult with the President to prepare in advance the agenda for all meetings of the Association, the Board, and the Executive Committee.
- c. The Secretary shall prepare and ensure timely distribution of all notices of meetings and minutes of proceedings in accordance with the provision of these Bylaws.
- d. The Secretary shall ensure that all reports and other filings necessary to maintain the Association's corporate status in good standing are timely filed with the Wyoming Secretary of State.
- e. The Secretary is encouraged, but not required, to be a member of the American Public Health Association. In the event that the elected Secretary has individual responsibility to pay his or her own APHA dues each year, up to fifty percent (50%) of said annual APHA membership dues may be paid from funds of this Association with the prior approval of the Board.
- f. The Secretary shall perform all other duties incidental to the office of the Secretary, and such other duties as may be directed by the President and/or the Board.

Section 6 – Responsibilities of Treasurer

- a. The Treasurer shall be responsible for the funds, financial records, and annual audit of the Association.
- b. The Treasurer shall collect or cause to be collected all receipts, dues, and other receivables of the Association.
- c. The Treasurer shall keep the official membership rolls of the Association, its Officers and Directors.

- d. The Treasurer shall deposit in a timely manner all funds in the name of the Association in a depository approved by the Board, and shall carry out the banking and other financial transactions of the Association with the approval and at the direction of the Board.
- e. The Treasurer shall pay by check, from funds on deposit, all just bills of the Association, such checks to bear the signature of the Treasurer and one (1) additional member of the Board of Directors.
- f. The Treasurer shall obtain prior approval of the Board for any expenditure known or reasonably expected to exceed one hundred dollars (\$100.00), with the exception of any expenditure previously approved by the Board in the annual budget.
- g. The Treasurer shall keep correct and complete books and records of all accounts, and shall make regular financial reports to the Board, a copy of which shall be attached to the minutes of the meetings.
- h. The Treasurer shall, at the annual meeting of the membership, present a summary financial report to the membership, with a copy of such report attached to the minutes of the annual meeting.
- i. The Treasurer shall prepare an annual budget for submission to the Board of Directors on or before January 31st of each calendar year, such budget to be reviewed, modified as appropriate, and adopted by the Board no later than March 1st of each calendar year.
- j. The Treasurer shall serve as a voting member and the presiding officer of the ad hoc Finance committee, if convened.
- k. The Treasurer is encouraged, but not required, to be a member of the American Public Health Association. In the event that the elected Treasurer has individual responsibility to pay his or her own APHA dues each year, up to fifty percent (50%) of said annual APHA membership dues may be paid from funds of this Association with the prior approval of the Board.
- l. The Treasurer shall perform all other duties incidental to the office of the Treasurer, and such other duties as may be directed by the President and/or the Board.

Section 7 – Responsibilities of Affiliate Representative to the Governing Council

- a. The Affiliate Representative shall represent the Association at all Governing Council and other appropriate meetings of the American Public Health Association, and shall transmit the position of the Board and the Association to the Governing Council, and shall vote on the issues presented at Governing Council as directed by the Board.
- b. The Affiliate Representative shall serve as a voting member and the presiding officer of the Public Policy Committee.
- c. The Affiliate Representative is required to be a member of the American Public Health Association at the time of its annual meeting. In the event that the elected Affiliate Representative to the Governing Council has individual responsibility to pay his or her own APHA dues each year, up to one hundred percent (100%) of said annual APHA membership dues may be paid from funds of this Association with the prior approval of the Board.
- d. The Affiliate Representative shall perform all other duties incidental to the office of the Affiliate Representative, and such other duties as may be directed by the President and/or the Board.

Section 8 – Responsibilities of Directors At Large

- a. The Directors At Large shall attend meetings of the Association and of the Board of Directors, and shall serve as chairpersons or members of Association Committees when requested.
- b. The total number of Directors At Large shall be five (5). Four (4) Directors at Large shall be elected at the annual meetings, two (2) each year for two-year terms. The fifth Director At Large shall be the immediate past President, who shall serve a one (1) year term during the calendar year immediately following his or her term as President.
- c. One (1) of the four (4) elected Directors At Large shall be selected and named the Nominations Chair, and shall fulfill the duties outlined in Article V, Section 2, pertaining to the nomination and election of officers of the Association. The selection of the Director At Large who shall serve as the Nominations Chair shall be decided by consensus or majority vote of the four (4) elected Directors At Large. The Director At Large who is the immediate past President shall not be eligible to serve as the Nominations Chair.
- d. The Directors At Large are encouraged, but not required, to be members of the American Public Health Association. In the event that any or all of the elected Directors At Large have individual responsibility to pay his or her own APHA dues each year, up to fifty percent (50%) of said annual APHA membership dues may be paid from funds of this Association with the prior approval of the Board.
- e. The Directors At Large shall perform all other duties incidental to the office of Director At Large, and such other duties as may be directed by the President and/or the Board.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1 – Composition

The Executive Committee shall be comprised of the five elected officers of the Association; namely President, President-Elect, Secretary, Treasurer, and Affiliate Representative to the Governing Council.

Section 2 – Responsibilities of Executive Committee

- a. The Executive Committee shall meet at the call of the President.
- b. Executive Committee meetings may be used only to address administrative problems or to make decisions for the Association on an emergency basis and within a time period for which it would not be possible to call a special meeting of the Board of Directors.
- c. Any meeting of the Executive Committee shall be reported at the following meeting of the Board of Directors, and any decisions made by the Executive Committee must be ratified by the Board of Directors. Corrective action(s) must be made for any decision not ratified by the Board, and the Board shall have full power to determine the required corrective action(s).
- d. A quorum of the Executive Committee shall consist of three (3) of the five (5) elected officers of the Association above-named, one (1) of which must be the President or the President-Elect.

ARTICLE VII – THE BOARD OF DIRECTORS

Section 1 - Composition

The Board of Directors shall be comprised of the President, the President-Elect, the Secretary, the Treasurer, the Affiliate Representative to the Governing Council, the five (5) Directors At Large, and up to two (2) Community Advisors.

Section 2 – Responsibilities of the Board of Directors

- a. The Board of Directors shall have full power to act in all matters requiring action between meetings of the Association, except where these Bylaws or the Articles of Incorporation require a vote of the membership.
- b. The Board of Directors shall have the power to create, modify, or dissolve any standing Committees, ad hoc Committees, or Sections of the Association.
- c. The Board of Directors shall meet no less than one (1) time per calendar quarter, at dates, times, and places designated by the President.
- d. Special meetings of the Board of Directors shall be held at the call of the President, by majority vote of the Board, or by written request of five (5) members of the Board.
- e. A quorum of the Board of Directors shall consist of a minimum of six (6) members, one of whom must be the President or the President-Elect.
- f. Board members shall attend all scheduled meetings of the Board of Directors. Any Board member who misses seventy-five percent (75%) of the regularly scheduled meetings of the Board of Directors shall revert to general membership status.
- g. All actions of the Board of Directors shall be summarized and reported to the membership by the President at the annual meeting each year, such report to be attached to the minutes of the annual meeting.

ARTICLE VIII – COMMITTEES

Section 1 – Standing Committees Defined

There shall be the following six (6) Standing Committees of the Association: Executive, Membership, Public Policy, Outreach and Education, and Annual Meeting.

Section 2 – Executive Committee

The Executive Committee shall be comprised of the members and have the roles and responsibilities outlined in Article VI of these Bylaws.

Section 3 – Membership Committee

The Membership Committee shall have responsibility to conduct membership drives and outreach for recruitment purposes, to assist the Treasurer in maintenance of membership records and collection of annual dues, to publish and disseminate newsletters and other communications to the membership of the Association, and to coordinate all activities relating to membership services.

The Membership committee shall be chaired by an Association member selected by the President, with approval of the Board of Directors, and shall be comprised of no less than three (3) and no more than nine (9) members in total.

Section 4 – Nominations Committee

The Nominations Committee shall have the responsibility for soliciting nominations for elected officers in accordance with Article V and, in addition, responsibility for soliciting nominations for annual awards.

Section 5 – Public Policy Committee

The Public Policy Committee shall have the responsibility to establish and manage a process for soliciting, reviewing, editing, and presenting position papers and resolutions for Board or Association approval as well as guiding the implementation of these after their adoption. It shall lead and coordinate the development and implementation of the Association's internal policies, the Association's participation in the American Public Health Association position/policy process, and shall lead and coordinate the Association's efforts regarding local, state, and federal public health policy.

The Public Policy Committee shall be chaired by the elected Affiliate Representative to the Governing Council, and shall be comprised of no less than three (3) and no more than nine (9) members in total.

Section 6 – Annual Meeting Committee

The Annual Meeting Committee shall have responsibility for planning, coordinating, budgeting, and evaluation of all aspects of the Association's annual meeting/annual education conference conducted during the year by the Association.

The Annual Meeting Committee shall be chaired by the elected President-Elect, and shall be comprised of no less than three (3) and no more than nine (9) members in total.

Section 7 – Outreach and Education Committee

The Outreach and Education Committee shall have the responsibility to coordinate outreach, marketing, and education of the Association in order to fulfill the mission of the Association. The Outreach and Education Committee shall have the responsibility to update and maintain the Association's website, to coordinate newsletters, and to develop public information for the Association.

The Outreach and Education Committee shall be chaired by any active member of the Association as appointed by the Board of Directors, and shall be compromised of no less than three (3) and no more than nine (9) members in total.

Section 8 – Responsibilities of Standing Committee Chairpersons

Chairpersons of all standing committees of the Association shall be responsible to recruit sufficient members to carry out the purposes of their respective committees; to give sufficient notice of the date, time, and place of all committee meetings; to submit, for approval at the annual meeting, a roster, a program plan, and a budget; to maintain minutes of committee meetings; to timely report decisions and actions of the committee to the President-Elect in writing; to forward in good order to their successor all records, guidance, and manuals incidental to their respective committee; and to prepare, submit, and present an annual committee report at the annual meeting of the Association.

Section 9 – Ad Hoc Committees

The President, with the approval of the Board of Directors, may establish ad hoc committees not specified in these Bylaws when needed to carry on the business of the Association. The President, with approval of the Board, may dissolve any ad hoc committee no longer necessary to carry on the business for which it was established.

ARTICLE IX - SECTIONS

- a. A group of ten (10) members in good standing may apply in writing to the Secretary for designation as a Section. The application will state the purpose of the Section, and will set forth a membership recruitment plan and a budget. The proposed Section may represent a professional discipline or a special interest area.
- b. The Board of Directors shall consider all applications for Section designation and shall render a decision within ninety (90) days of receipt of an application.
- c. At the annual meeting, each Section shall submit a roster, a program plan, and a budget.
- d. The chairperson of each Section shall keep on file a roster of members, meeting minutes, correspondence, and all other documents incidental to the business of the Section.
- e. A Section may be dissolved for good and sufficient cause at any time by action of the Board of Directors or by its own action, pending notification to the membership at least thirty (30) days prior to vote of dissolution. If the membership of any Section falls below ten (10) members for a period of twelve (12) consecutive months, the Board shall act to dissolve the Section.

ARTICLE X – EQUAL OPPORTUNITY

The Wyoming Public Health Association, in its mission of promoting the health and well being of the public, seeks to include in its leadership and membership individuals who are representative of the entire population regardless of race, color, religion, national origin, gender, sexual orientation, disability, or socioeconomic status.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Association, the Board of Directors, the standing and ad hoc committees, and the sections, if any, in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, or any special rules of order of the Association.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended, in whole or in part, at any annual meeting of the Association.

- a. Any officer, director, or member in good standing of the Association may propose amendments to these Bylaws.
- b. Proposed amendments shall be presented, in writing, to the Board of Directors no later than sixty (60) days prior to the commencement of the annual meeting, and the Board shall direct that written copies of all proposed amendments be provided to every member in good standing of the Association no less than thirty (30) days prior to the commencement of the annual meeting.
- c. All proposed amendments will be adopted by a two-thirds (2/3) majority of members in good standing who respond to an online vote held 2 weeks or less prior to the annual meeting.
- d. In the event that these Bylaws are amended at any annual meeting of the Association, a complete copy of the amended Bylaws as adopted shall be provided, in writing, to every member in good standing of the Association no later than thirty (30) days after the conclusion of the annual meeting.

ARTICLE XIII – DISSOLUTION

Dissolution of the Association may be decided by a two-thirds affirmative vote of the Board of Directors, and ratification by a two-thirds affirmative vote of all members in good standing present at a special meeting (as defined in Article IV, Section 2 of these Bylaws) of the membership following the vote of the Board.

Upon the dissolution of the Association, after payment of all just debts, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the

Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government for a public purpose. No assets of the Association may be distributed to any officer, director, agent, employee, or member of the Association. 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 Association is then located, exclusively for such purpose(s) or to such organization(s) as said Court shall determine.

ARTICLE XIV – CONFLICT OF INTEREST POLICY

Section 1 – Purpose

The purpose of this conflict of interest policy is to protect the Association'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 Association 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 2 – Definitions

- a. Interested Person – Any director, principal officer, or member of a committee with governing board delegated powers, who has direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest – A person has financial interest if the person has, directly or indirectly, through business, investment or family:
 1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement.
 2. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XV, Section 3, Letter B, a person who has financial interest may have a conflict of interest only if the disinterested voting members of the Board of Directors decides that a conflict of interest exists.

Section 3 – Procedures

- a. 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 Board of Directors considering the proposed transaction or arrangement.
- b. 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 the conflict of interest is discussed and voted upon. The remaining members of the Board of Directors shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 1. An interested person may make a presentation at the meeting of the Board of Directors, 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.
 2. Members of the Board of Directors who are not interested persons shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Board of Directors shall determine whether the Association can obtain reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association’s best interest, for its own behalf, 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.
- d. Violations of the Conflicts of Interest Policy
 1. If the Board of Directors 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.
 2. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 – Records of Proceedings

The minutes of the Board of Directors 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 Board of Director’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.

Section 5 – Compensation

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Association 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 Association for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 – Annual Statements

Each Board Member, committee chairperson, 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 understands the Association 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 7 – Periodic Reviews

To ensure the Association 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 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 Association'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.

Section 8 – Use of Outside Experts

When conducting the periodic reviews as provided for in Article XV, Section 7, the Association 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.

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