

**AMENDED AND RESTATED BYLAWS
OF
THE GEORGIA ASIAN PACIFIC AMERICAN BAR ASSOCIATION, INC.**
(a Georgia nonprofit corporation)

Effective as of December 28, 2022

ARTICLE I

NAME. PRINCIPAL OFFICE AND PURPOSE

Section 1.1 Name. The name of this nonprofit corporation shall be “The Georgia Asian Pacific American Bar Association, Inc.” (the “Association”).

Section 1.2 Offices and Registered Agent

a) *Registered Offices and Registered Agent.* The registered office of the Association shall be located in the State of Georgia and the Association shall at all times maintain a registered agent at the address of the registered office.

b) *Other Offices.* The Association may also have offices at such other places, both within and without the State of Georgia as the Board of Directors may from time to time determine.

Section 1.3 Purposes and Mission. The purposes for which the Association is formed are as set forth in the Articles of Incorporation. Specifically, the mission of the Association is to foster professional development, advocacy, and community involvement for Asian Pacific American attorneys in the State of Georgia.

Section 1.4 Tax Exempt Status. The Association shall be operated exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future U.S. internal revenue law (the “Code”). In furtherance of these purposes, the Association shall act, and shall take such actions to ensure compliance with its tax exempt status under the Code. The Association is not organized and shall not be operated for profit or organized to engage in any activity ordinarily carried on for profit. No part of the property or the net earnings of the Association shall inure to the benefit of, or be distributable to, any of its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. The Association shall be primarily supported by membership dues, sponsorships, and other income from activities substantially related to business league purposes under Section 501(c)(6) of the Code.

Notwithstanding any other provisions of these Amended and Restated Bylaws (as may be amended or restated from time to time, the “Bylaws”), the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code.

ARTICLE II

MEMBERSHIP AND DUES

Section 2.1 Eligibility. Membership in the Association shall be open to all persons who meet the requirements of Section 2.2 below and who support the purposes of the Association as stated above in Section 1.3. Membership shall be granted upon receipt of annual membership dues, which dues shall be determined each calendar year by the Board of Directors (“Dues”).

Section 2.2 Membership Classes. The Association shall have four classes of membership, as follows:

a) *Individual Membership.* To be eligible to become an “Individual Member,” and to maintain such membership in the Association, an individual must be either (i) admitted to practice and in good standing before the Supreme Court of Georgia, or (ii) admitted to practice and in good standing before the highest court of any state (other than Georgia) or territory of the United States, or the District of Columbia.

b) *Law Student Membership.* To be eligible to become a “Law Student Member,” and to maintain such membership in the Association, an individual must be (i) a law student in good standing at a law school in the United States or its territories, or (ii) a law school graduate who is in his or her first twelve months following graduation from a law school and who is not yet admitted to practice in any state, territory of the United States or District of Columbia. Law Student Members shall have no voting rights nor shall any Law Student Member be charged with any duty as described in Article IV.

c) *Non-Profit/Government Employee Membership.* To be eligible to become a “Non-Profit/Government Employee Member,” and to maintain such membership in the Association, an individual must be either (i) admitted to practice and in good standing before the Supreme Court of Georgia, or (ii) admitted to practice and in good standing before the highest court of any state (other than Georgia) or territory of the United States, or the District of Columbia, and (iii) working for a nonprofit or government entity.

d) *Solo/Small Firm or Friend of GAPABA.* To be eligible to become a “Solo/Small Firm Member,” and to maintain such membership in the Association, an individual must be either (i) admitted to practice and in good standing before the Supreme Court of Georgia, or (ii) admitted to practice and in good standing before the

highest court of any state (other than Georgia) or territory of the United States, or the District of Columbia, and (iii) working for a law firm of ten attorneys or less. Non-attorneys may join GAPABA as a “Friend of GAPABA Member.”

Section 2.3 Requirements for Membership. Membership shall be limited to those who are eligible in accordance with Section 2.1 and who are current in their Dues (each, a “Member” and collectively, “Members”).

a) *Status*. Members must be in good standing with the Association to enjoy the benefits and privileges granted herein. A Member shall not be deemed in good standing with the Association if (i) his or her Dues are not received by the 60th day following the date of any notice of Dues owed, or (ii) at any time such Member fails to meet the requirements of Sections 2.1 or 2.2 above.

b) *Transfer. Membership* in this Association may not be assigned, alienated, pledged, hypothecated or otherwise transferred.

Section 2.4 Annual Meeting. The Members shall have an annual meeting at a place within the State of Georgia at a time determined by the Board of Directors. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Association.

Section 2.5 Special Meeting. Special meetings of the Members may be called by the Board of Directors, the President, or at the written request of fifteen percent (15%) of the Members.

Section 2.6 Notice of Meetings. All meetings of the Members shall require at least ten (10) days advance notice, but not more than (60) days advance notice, stating the time, place, and purpose of any meeting. Notices may be sent via email or any other reasonable means which the Board of Directors deems appropriate. Notices of special meetings shall include a description of the matter or matters for which the meeting is called.

Section 2.7 Termination of Membership. Membership of any Member shall terminate upon (i) resignation by such Member from membership in the Association upon oral or written notice at any time to any member of the Board of Directors; provided, however, that such Member shall not be entitled to any reimbursement of any Dues paid by such Member theretofore, or (ii) without notice upon the failure of such Member or to remit his or her Dues to the Association within sixty (60) days after the date of notice for such Dues. The Board of Directors may suspend or terminate the membership of any Member upon written notice in the event that such Member no longer meets the requirements of Article II.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 General Powers. The property, affairs, and business of the Association shall be managed and directed by its Board of Directors. The Board of Directors shall set policy, appoint officers, and perform its duties as set forth herein.

Section 3.2 Number and Term. The Board of Directors shall consist of no less than five (5) and no more than thirty (30) members (each, a "Director"), as such number may be determined from time to time by the Board of Directors. Directors shall be divided into two (2) groups, as nearly equal in number as possible, serving two-year terms, and the terms of office of half of the Directors shall expire each year. Whenever the Board of Directors shall by resolution increase or decrease the number of Directors, such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one-half of the Directors shall continue to expire each year thereafter. Directors shall be elected by a vote of two-thirds of the Directors then in office. The term of office of each Director shall commence upon the election of each applicable Director.

Section 3.3 Resignation. Removal and Vacancies. A Director may resign at any time by written notice delivered to the President or Secretary. A Director may be removed, with or without cause, upon a majority vote of the Members or upon a vote of two-thirds of the Directors then in office. Absence from two (2) or fifty percent (50%) of all board meetings in a calendar year is a ground for removal from the Board of Directors, subject to the affirmative vote of two-thirds of the remaining Directors then in office. The Board of Directors may from time to time establish additional criteria for Director qualification. In the event of the resignation, removal, or other vacancy of a Director, said directorship shall be deemed vacated and may be filled by a person designated by the Board of Directors, if any.

Section 3.4 Location and Conduct of Meetings and Minutes. The Board of Directors may hold meetings, both regular and special, either within or outside of the State of Georgia. The minutes of any meeting shall be taken by the Secretary and may, by resolution of the Board of Directors, be made available to the Members.

Section 3.5 Annual Meetings. The annual meeting of the Board of Directors for the purpose of electing Directors and Officers and transacting such other business as may be brought before the meeting shall be held each year, but in no event shall the annual meeting be held later than 12 months after the previous annual meeting.

Section 3.6 Qualifications of Directors. In considering potential Directors, the Board of Directors shall be guided, but not bound, by the purposes and strategic interests of the Association as follows:

a) Directors shall be natural persons who have attained the age of 18 years, but need not be residents of the State of Georgia;

b) The Board of Directors shall consist of Members in good standing with the Association;

c) The Board of Directors shall include persons who can address and support the distinct, unmet needs of the Association;

d) The Board of Directors shall consist of persons with leadership skills demonstrated by successful participation in an Association committee, another bar association, experience on a board of directors of other non-profit organizations, or other community efforts; and

e) The Board of Directors should seek persons who can commit to participate fully and professionally on behalf of the Association. The ability to attend Board meetings, the willingness to serve on Board committees, the desire to achieve good working relations with the Board of Directors and Officers, and the commitment individually to take such steps as are necessary to promote the mission of the Association shall be measures of the requisite participation.

Section 3.7 Other Meetings. Regular meetings of the Board of Directors shall be held at such time and at such place as may be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors.

Section 3.8 Notice of Meetings. Notice of the time and place of all meetings of the Board of Directors shall be given to each member of the Board of Directors by telephone, mail, or e-mail, in person or by other reasonable means at least two (2) days before the meeting. Any member of the Board of Directors may execute a waiver of notice either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be stated in the notice or waiver of notice of such meeting, unless specifically required by applicable law or by these Bylaws. The business to be transacted at any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting and no other business may be transacted at such meeting.

Section 3.9 Quorum. At all meetings of the Board of Directors, a majority of Directors then in office at any time shall constitute a quorum for the transaction of business, and the act of a majority of the voting Directors present at a meeting where there is a quorum present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. A person may participate in a Board meeting by telephone or by video conference, and so long as all Directors present can hear all other Directors

participating in the meeting, such Director shall be considered “present” for purposes of determining a quorum.

Each Director shall have one equal vote, which may be given in person, by telephone or by video conference. If a Director cannot be present at a meeting in person, by telephone or by video conference, a Director may vote by giving their proxy to another Director, or can cast their vote in absentia in advance of a meeting by notifying the Secretary. Proxies shall be counted towards establishing a quorum.

Section 3.10 Committees. The Board of Directors, by resolution adopted by a simple majority of the Directors, may designate one or more committees, each of which shall consist of at least one (1) Director and may include such number of Members as the Board of Directors may determine. Any such committee, to the extent provided in the resolution, shall provide recommendations for action to be voted upon by the Board of Directors, and, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. The President of the Association shall appoint the members and chairperson of such committee with approval of the Board of Directors. Any Member thereof may be removed by the President whenever in the President’s judgment, the best interest of the Association shall be served by such removal. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, Officers, or any Director, of any responsibility imposed by law or these Bylaws. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the case of original appointments. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members of the committee shall constitute a quorum, and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee. The President shall serve as an *ex officio* member of all committees.

Section 3.11 Consent of Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a majority of the Board of Directors consents thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as an affirmative vote of the Board of Directors.

Section 3.12 Compensation of Directors. Directors shall not be entitled to any compensation for their services as Directors or members of any committee of the Board of Directors, except that by resolution of the Board of Directors, a Director may be allowed reimbursement for any reasonable and actual out-of-pocket expenses incurred on behalf of the Association.

Section 3.13 Standard of Conduct for Directors and Officers. Each Director and Officer shall perform his or her duties as a Director or Officer, including without limitation his or her duties as a member of any committee of the Board of Directors,

in good faith, in a manner the Director or Officer reasonably believes to be in the best interests of the Association, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. A Director or Officer shall not be liable to the Association or the Members for any action the Director or Officer takes so long as the Director or Officer performs his or her duties in compliance with this Section 3.13.

Section 3.14 Conflicting Interest Transaction. No Conflicting Interest Transaction, as defined in this Section 3.14, shall be void or voidable or be enjoined, set aside or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Association, or by a Member, solely because the Conflicting Interest Transaction involves a Director, Officer, employee, or entity in which a Director, Officer, or employee is a board member or officer or has a financial interest solely because the Director or Officer is present at, or participates in, a meeting of the Board of Directors or of a committee which authorizes, approves or ratifies the Conflicting Interest Transaction or solely because the Director's vote is counted for such purposes if: (i) the material facts as to the relationship or interest and as to the Conflicting Interest Transaction are disclosed or known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, finds the Conflicting Interest Transaction to be fair to the Association and approves or ratifies it by the affirmative vote of a majority of the disinterested members of the Board of Directors, even though the disinterested members of the Board of Directors are less than a quorum; or (ii) the Conflicting Interests Transaction is fair to the Association as of the time it is authorized, approved or ratified by the Board of Directors or a committee thereof. A "Conflicting Interest Transaction" means any contract or transaction between the Association and a Director, Officer, or employee, or between the Association, and an entity in which a Director, Officer, or employee is a board member or officer or has a financial interest. Every Director, Officer, and employee, if any, of the Association shall comply with the Conflict of Interest Policy attached hereto.

ARTICLE IV

OFFICERS

Section 4.1 Number and Qualifications of Officers. The officers of the Association shall include a President, a President-Elect, a Secretary, a Treasurer, and such other positions as created from time to time by the Board of Directors (each, an "Officer" and collectively, "Officers").

Section 4.2 Election and Term of Office. Officers shall be appointed by the Board of Directors, provided that all Officers explicitly designated under Section 4.3 herein shall be chosen from among the Directors. The Board of Directors may, in its sole discretion, create and appoint additional Officers from among the Board of Directors or the Members. Officers shall serve for a term of one year, unless such Officers resign, or have been removed pursuant to Section 4.6, or their successors are appointed.

Section 4.3 Duties. The duties of the Officers shall include the following:

a) *President.* The President shall be the senior executive officer of the Association, who shall have general and active management of the Association, see that all orders and resolutions of the Board of Directors are carried into effect. The President and Officers designated by the President shall have the power and authority to execute all contracts requiring a seal, under the seal of the Association, except where the execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Association.

b) *President-Elect.* The President-Elect shall succeed to the presidency for the following term without another election to that office. The President-Elect shall assist the President in the discharge of his/her duties, and shall perform other duties assigned to him/her by the President or by the Board of Directors. In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

c) *Secretary.* The Secretary shall record the minutes of the meetings of the General Members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the Association's records, and perform duties assigned to him/her by the President or the Board of Directors.

d) *Treasurer.* The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Association; collect all funds due the Association and disburse funds as required to meet the obligations of the Association; keep the funds of the Association in a separate account to the credit of the Association, unless the Board of Directors provides otherwise; and render to the President and the Board of Directors, as requested by them but not less than once a year, regular reports of all transactions and of the financial condition of the Association, and perform any other duties prescribed under the law. The Treasurer shall perform such duties assigned to him/her by the President or the Board of Directors.

Section 4.4 Compensation of Officers. Officers shall not be entitled to any compensation for their services as Officers, except that by resolution of the Board of Directors, an officer may be allowed reimbursement for any reasonable and actual out-of-pocket expenses incurred on behalf of the Association.

Section 4.5 Resignations. Any Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some other time may be fixed in the resignation, and then from that date. If an Officer resigns, said Officer will not be deemed to automatically resign his or her position on the Board of Directors, if any, unless such Officer specifically resigns from his or her position as a Director; and if a Director resigns, said Director shall not be deemed to automatically resign his or her position as an

Officer, if any, unless such Director specifically resigns from his or her position as an Officer or unless such position is one that is specifically designated to be chosen from among the Directors. Acceptance of the resignation by the Board of Directors shall not be required to make it effective.

Section 4.6 Removal. One or more or all Officers may be removed with or without cause by the affirmative vote of a majority of the Board of Directors.

Section 4.7 Filling Vacancies. If the office of any Officer becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining members of the Board of Directors, although less than a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

ARTICLE V

LIABILITY AND INDEMNIFICATION

Section 5.1 No Personal Liability. The Members of the Association shall not be personally liable for the debts, liabilities, or obligations of the Association.

Section 5.2 Indemnification. To the extent the Association has funds available, the Association shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party, or is threatened to be made a party, to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association), because such individual is or was a Director or Officer, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if *such* individual acted in a manner that such individual reasonably believed in good faith to be in, or not opposed to, the best interests of the Association and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this Article, the terms "party," "proceeding," "director" and "liability" shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code which govern the indemnification of directors. Any indemnification made under this paragraph shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such proceeding, or, if such a quorum is not obtainable, by an independent legal counsel in a written opinion.

Section 5.3 Advance for Expenses. The Association shall pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding, in advance of final disposition of the proceeding, if:

a) such Director or Officer furnishes the Association a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Sections 3.13 and 5.2 above; and

b) such Director or Officer furnishes the Association a written undertaking, executed personally or on the behalf of such Director or Officer, to repay any advances if it is ultimately determined that such person is not entitled to indemnification. The written undertaking required by Section 5.3(b) above must be an unlimited general obligation of such person but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 5.4 Binding Effect. The indemnification provided by this Article shall apply to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5.5 Notification of Members. If the Association indemnifies or advances funds under this Article to a Director or Officer, the Association shall report the occurrence to its Members.

ARTICLE VI

GENERAL PROVISIONS

Section 6.1 Execution of Instruments. All checks or demands for money and notes of the Association shall be signed by such office or Officers or such other person or persons as the Board of Directors or President may from time to time designate.

Section 6.2 Fiscal Year. The Fiscal Year of the Association shall begin on January 1 and end December 31 of each year, with the initial fiscal year to commence on the date of incorporation.

Section 6.3 Authorization for Expenditures. Expenditures of up to Two Thousand Dollars (\$2,000.00) may be authorized with the consent of all Officers. Expenditures between Two Thousand Dollars (\$2,000) and Four Thousand Dollars (\$4,000.00) require approval of all Officers and one Board Member. Expenditures in excess of Four Thousand Dollars (\$4,000.00) must be approved by a majority of the Board of Directors. Approval of expenditures requiring a majority of the Board of Directors may be conducted electronically via electronic mail or other secure electronic platform.

ARTICLE VII

AMENDMENT OF BYLAWS

Section 7.1 Amendment. The Bylaws may be amended, repealed, or altered in whole or in part, and new Bylaws may be adopted, by a two-thirds vote of the Directors entitled to vote at any meeting of the Board of Directors, duly called and at which a quorum is present.

The foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors of the Association as of [December 28, 2022].

THE GEORGIA ASIAN PACIFIC AMERICAN BAR ASSOCIATION, INC.
Conflict of Interest Policy
Adopted on December 10, 2013

Article I
Purpose

The purpose of the conflict of interest policy is to protect the interest of this tax-exempt organization (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director (each a "Director") of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

- a. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate 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 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 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 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 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 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 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 Conflict of Interest Policy

a. If the 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 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.

5. Exclusion from Voting

a. A voting member of the 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 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 IV
Records of Proceedings

The minutes of the 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 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
Annual Statements

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

- a. has received a copy of the conflict 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 VI
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, to the extent 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 inurement, 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 VI, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.