

DCADV BY-LAWS

ARTICLE I – GENERAL PROVISIONS

Section 1 – Name

The name of the Corporation is the Delaware Coalition Against Domestic Violence. It is a non-profit corporation established under the laws of Delaware, incorporated in 1994.

Section 2 – Purpose

The purposes of the Corporation are:

1. To advocate for quality sheltering and advocacy services statewide;
2. To advocate for the expansion of direct services so victims of domestic violence in the state may obtain immediate and comprehensive aid;
3. To provide information, technical assistance, training and other resources on domestic violence;
4. To serve as a communications network for individuals, programs and agencies that are concerned with the problem of domestic violence;
5. To provide community education on the issue of domestic violence and its prevention;
6. To provide information to individuals and organizations on the local, state and federal levels regarding the concerns and needs of domestic violence victims and their families, and of the social causes and attitudes that perpetuate abuse in relationships; and
7. To encourage community support for programs that assist victims of domestic violence.

Section 3 – Offices

The principal office of the Corporation shall be located in Wilmington, Delaware. The Board of Directors may establish other offices within the state of Delaware as the affairs of the Corporation may require.

Section 4 – Notice

- A. Determination of Notice Given
Whenever these By-Laws require that notice be given to any director of the Corporation, such notice shall, unless otherwise provided, be given in writing, in person, by mail, fax or e-mail. If mailed, the notice shall be deposited in a post office box, postpaid and sealed, addressed to the director of the Corporation at such address as appears on the records of the Corporation or to an address at which the director of the Corporation usually receives mail; and such notice shall be deemed given when it shall be so mailed.
- B. Waiver of Notice
 1. Any director of the Corporation may waive any notice required to be given pursuant to the provisions of the By-Laws.
 2. Any director of the Corporation who does not receive notice of a meeting but who attends such meeting in person or by proxy shall be deemed to

have waived notice thereof unless s/he causes her/his protest to be entered in the record of the meeting.

ARTICLE II – MEMBERS OF THE CORPORATION

Section 1 – Membership

The members of the Corporation shall be the member organizations, supporting members, and the staff and Board of Directors of the Corporation.

Section 2 – Types of Membership

- A. Member Organizations
The Member Organizations of the Corporation shall include Delaware non-profit organizations that provide direct services to adult victims of domestic violence, and/or operate a shelter for battered women, and have applied to and been accepted by the Board of Directors, and pay annual membership fees according to Member Organization requirements approved by the Board of Directors. Member Organizations must support the mission, goals and philosophy of the Delaware Coalition Against Domestic Violence

- B. Supporting Members
The Supporting Members of the Corporation shall include organizations, groups and individuals who have expressed support for the Delaware Coalition Against Domestic Violence and its purpose and philosophy, and pay annual membership fees according to Supporting Membership requirements as approved by the Board of Directors.

Article III – BOARD OF DIRECTORS

Section 1 – Composition of Board of Directors

- A. Efforts will be made to maintain diversity in board membership by including citizens of different ages, racial and ethnic origin, color, religion, disability, sex, gender identity and sexual orientation.
- B. The membership of the Board must include at least one victim/survivor.
- C. Member organizations:
 - 1. Board director candidates from member organizations should be knowledgeable about domestic violence. Candidates may be nominated by a current Board representative from that organization or an outgoing Board representative from that organization.
 - 2. Board directors from member organizations must be engaged in and regularly involved in the delivery of domestic violence services and programs or policies working on behalf of victims/survivors.
 - 3. Member Organizations that operate shelter(s) for victims/survivors shall have up to two representatives on the DCADV Board.
 - 4. Member Organizations that provide direct services for victims of domestic violence, but that do not operate shelter(s) for victims/survivors shall have one representative on the DCADV board.

- D. At-Large members:
 - 1. At-large board directors must have an expressed interest in addressing the issue of domestic violence.
 - 2. Board membership will include a minimum of six at-large directors.
 - 3. An at-large director cannot also be part of a Member Organization, unless the director is also the treasurer. The board treasurer can be part of a Member Organization and also serve as an at-large director.
 - 4. At-large Board director candidates will be encouraged to first join a committee prior to joining the board.

Section 2 – Election of Directors

A. The Membership Committee of the Board will present Member Organization nominations for directors to the full Board as positions become available. A call for consensus on such nominations will be made at a Board meeting after notice of nominations is provided to all directors.

B. Each year, prior to the annual meeting, the Membership Committee of the Board will present the slate of At-Large nominees to the Board of Directors for review and election to the Board. The newly elected At-Large Board Members will be presented at the Annual Meeting.

Section 3 – Term of Office

Member Organization directors may serve unlimited terms. Directors-at-large shall serve two-year terms and no at-large director shall serve more than 3 terms consecutively.

Section 4 – Duties and Powers of the Board of Directors

The Board of Directors shall:

- A. Be responsible for the overall policy and direction of the organization and for the general oversight of the affairs of the Corporation.
- B. Elect all officers of the Corporation.
- C. Create committees, as necessary, or desirable to conduct the affairs and further the purposes of the Corporation. Establish, at a minimum, an Executive Committee to conduct necessary business on behalf of the board in between meetings of the full board, a Finance Committee to monitor the financial condition of the Corporation and a Membership Committee to review nominees for board appointments.
 - 1. Executive Committee: The Executive Committee shall consist of the Chair, Co-Chair, Secretary and Treasurer, and such other Directors as the Chair may from time to time appoint. The Executive Committee shall have the power to transact all regular business of the Corporation during the interim between the meetings of the Board of Directors; excepting, however, that actions taken by the Executive Committee shall be presented for confirmation to the Board at its next meeting after such action and shall be subject at all times to the control and direction of the Board. The Executive Committee shall meet on the call of the Chair or

whenever requested by any two (2) members of the Committee. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall keep regular minutes of its proceedings and cause them to be filed with the Corporation records

2. Finance Committee: The Finance Committee shall provide fiduciary oversight for management of the organization's resources and shall make recommendations to the Board from time to time in regard to operating and capital budgets and other business affairs. The Committee shall develop and review financial policies related to internal controls, investments, property and other assets. The committee shall review revenue estimates contained in budgets and certify as to their reasonableness before budgets are considered by the Board. The Finance Committee shall authorize, review, and receive an annual independent audit. If deemed necessary by the Board, this committee shall function as the Audit Committee of the Board of Directors.
 3. Membership Committee: The Membership Committee shall prepare a slate of at-large board nominees to be presented to the board for consensus prior to the Annual Meeting. The Membership Committee shall also present nominations for Member Organization directors, and any other vacated director positions to the board as necessary.
- D. Select, remove, and fix the compensation of the executive director of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Certificate of Incorporation, and with these Bylaws.

Section 5 – Meetings of the Board of Directors

- A. Annual Meeting
The annual meeting of the Corporation shall be held alternating even and odd years between northern and southern Delaware. The exact date of the annual meeting shall be determined by the Board of Directors. All members of the Corporation shall be invited to attend. Notice of this meeting shall be sent to all members of the Corporation at least 14 days prior to the annual meeting in accordance with Article I, Section 4, Paragraph A of these by-laws.
- B. Regular Meetings
The Board of Directors shall hold meetings on a regularly scheduled basis as necessary to perform the duties of the Corporation. Notice of board meetings shall be provided to the Board at least one week prior to each regular meeting in accordance with Article I, Section 4, Paragraph A of these by-laws.
- C. Special Meetings
Special meetings of the Board of Directors may be called by any three Directors. Notice must be given to each Director at least five business days prior to the meeting in accordance with Article I, Section 4, Paragraph A of these by-laws. Notice must include the location and time of the meeting and the purpose for which it is called.

Section 6 – Procedures for Meetings and Actions of the Board of Directors

A. Minutes

Minutes shall be kept of **all** meetings of the Board of Directors and approved by the Board at its next meeting. Copies of the minutes shall be given to or mailed to each Director prior to the following meeting. The minute book shall be open for inspection by any member of the Corporation.

B. Quorum and Decision-making by Absent Directors

Fifty percent of the directors of the Board of Directors shall constitute a quorum for any meeting, and shall be necessary to conduct official business of the Corporation. However:

1. An absent director may submit a proxy decision on any issue in writing, to any proposed action by the Board of Directors in advance of any meeting at which the director will not be present. Such Directors shall be considered to be present for the purpose of determining whether or not a quorum is present. In order to be considered, the proxy must clearly state the director's approval or rejection of the action in question.
2. An absent director may submit a contingent decision in writing to any action by the Board of Directors following any meeting at which fewer than a quorum was present. The pending issue will be forwarded to the absent members and each individual's decision must be submitted in writing to the Board Chair or other designee within 3 business days after the meeting or within a timeframe established by the board. The decision must clearly state the director's approval or rejection of the action in question. Such Directors shall be considered to have been present for the purpose of determining whether or not a quorum was present.

C. Decision-Making

Decisions shall be made by consensus. Decision-making by consensus means that all Directors present agree on a particular motion or that those who disagree offer to "stand aside" to allow the group to go forward with a decision and/or action. If those in disagreement with the motion do not offer to stand aside, the motion is blocked. If, after a good faith effort, the Board is unable to reach consensus, it may then revert to a majority vote following procedures established by the Board.

The process of consensus decision-making reflects an appreciation of the importance and value of each member of the group, and a recognition that the clearest understanding and best ideas may come initially to just one member or a few. It requires deep thoughtfulness, a willingness to listen, respect for one another, and commitment to the common good. In attempting to reach consensus, the Board may wish to utilize periods of collective silent reflection or to postpone final decisions to a subsequent meeting, to allow additional time for reflection, investigation, and discussion.

Section 7 – Compensation

The members of the Board of Directors shall serve without compensation. By resolution of the Board of Directors, reasonable expenses of attendance at regular and special meetings of the Board or any committee it may create may be reimbursed. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 8 – Resignation

Any director of the Board of Directors may resign at any time by giving written notice to the Board. Unless otherwise specified, such resignation shall be effective upon its receipt by the Board.

Section 9 – Removal

A. A director may be removed from office for missing three consecutive meetings of the Board, for failure to carry out the duties of a Director of the Board, or for good cause, should the Director act in a manner seriously detrimental to the Corporation or to the Board in the fulfillment of its responsibilities.

B. The Membership Committee shall oversee any removal process and may initiate such an action if the committee deems it appropriate.

C. A removal action may also be brought by three directors of the Board of Directors.

D. A director may not be removed unless the affected person has received notification of the charge and the motion to remove, and an opportunity for a fair hearing before the Board of Directors. Notice of such hearing shall be given to all interested parties at least two weeks prior to the hearing, and both the affected director and the board directors who brought the charge shall be allowed to present witnesses and evidence in the presence of the other. The motion to remove the director charged must be approved by consensus of the remainder of the Board of Directors.

Section 10 – Vacancies

If any member of the Board of Directors shall vacate her/his office, for any reason, before the expiration of her/his term, the interim vacancies on the Board shall be filled for the unexpired term. The Membership Committee shall present nominations for directors to the full Board as vacancies occur. These nominations will be presented for consensus at the first Board meeting after notice of such nominations is provided to all directors.

Section 11 – Designation and Election of Officers

The officers of the Corporation shall include a Chair, a Co-Chair, Treasurer and Secretary. Such other officers as the Board of Directors deem necessary may be appointed or elected from time to time. The initial Board shall elect officers at its first meeting. Thereafter, the Membership Committee will present a slate of nominees for consensus prior to the Annual Meeting. With the exception of the Treasurer, nominees must have been Directors for one year prior to holding office.

Section 12 – Term of Office

The officers of the Corporation shall hold office for one-year terms, nominated and confirmed each year.

Section 13 – Duties of the Officers

A. Duties of the Board Chair

The Chair shall:

1. Facilitate the meetings of the Board of Directors and of the Corporation, or properly delegate such duty.
2. Report on the affairs of the Corporation to the Board of Directors at the annual meeting and at any other time they may require.
3. Consult with the officers of the Corporation regarding the fulfillment of her/his responsibilities.
4. Perform such other duties as the Board of Directors may direct.

B. Duties of the Co-Chair

The Co-Chair shall:

1. Fulfill the responsibilities of the Chair in the Chair's absence.
2. Perform such other duties as the Board of Directors may direct.

C. Duties of the Secretary

The Secretary shall:

1. Give notice of all meetings of the Board of Directors in accordance with these by-laws.
2. Maintain a list of all members of the Corporation and their mailing addresses.
3. Keep the minutes of all meetings of the Board in such a manner as the Board directs, and provide copies of the minutes as required by these by-laws or requested by members.
4. Confirm and record the status of motions and decisions in meetings of the Board.
5. Take attendance at any meetings of the Board and record, by name, those in attendance and those absent.
6. Perform such other duties as the Board of Directors may direct.

D. Duties of the Treasurer

The Treasurer shall:

1. Provide oversight of all funds and securities of the Corporation.
2. Oversee the deposit of all funds of the Corporation in such banks or other depositories as the Board may direct or approve.
3. Oversee the disbursement of the same in such manner as the Board directs or approves.
4. Review financial records at his or her discretion, and offer an accounting thereof upon request of the Board of Directors.
5. Chair the Finance Committee.
6. Perform such other duties as the Board of Directors may direct.

E. Delegation of Duties

Duties of all officers may be delegated to an employee of the Corporation, but ultimate accountability is maintained by the Board and its directors.

Section 14 – Conflicts of Interest

A conflicts of interest policy is attached at Addendum 1. The purpose of this policy is to protect the Corporation'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 Corporation. A copy of this policy shall be provided to all directors at the beginning of each calendar year. Each director shall acknowledge, in writing, receipt and understanding of this policy. These acknowledgements shall be maintained in the corporate records.

ARTICLE V – EMPLOYEES

Section 1 – Executive Director

The Board of Directors may appoint or retain for compensation an Executive Director(s) of the Corporation. The Executive Director(s) shall be responsible for the daily operation of the Corporation, shall oversee any and all other employees of the Corporation, and shall perform such duties and have such other responsibilities as may from time to time be assigned to her/him by the Board of Directors of the Corporation.

Section 2 – Bonding

At the direction of the Board of Directors, the Executive Director(s), and any other employee or officer of the Corporation shall be bonded.

ARTICLE VI – CONTRACTS AND FUNDS

Section 1 – Contracts

The Board of Directors may authorize the Executive Director(s), any other employee, or any officer or agent of the Corporation, to enter into a contract or execute and deliver an instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2 – Checks

All checks, drafts or other orders for the payment of monies issued in the name of the Corporation shall be signed by the Executive Director(s), another designated employee, a corporate officer or an agent of the Corporation in such a manner as shall be directed by the Board of Directors. The board will designate a maximum dollar amount below which one person may sign checks. Checks equal to or over this amount must be co-signed by the Chair, Treasurer or a designated member of the board.

Section 3 – Contributions

The Corporation may accept any gift, grant, legacy, bequest, devise or contribution for achieving the purposes of the Corporation. Honorariums accepted by employees in the course of their duties for the Corporation are the property of the Corporation.

Section 4 – Fiscal Review

- A. The books of the Corporation shall be reviewed annually by a certified public accountant approved by the Board of Directors. A summary of this report shall be presented for approval at the next scheduled board meeting.
- B. The fiscal year of the Corporation shall be July 1 through June 30.

ARTICLE VII – LIABILITIES AND INDEMNIFICATION

Section 1

Nothing herein shall constitute members of the Corporation as partners for any purpose. No director, officer, employee or agent shall be liable for the acts or failure to act on the part of any other member, director, officer, employee or agent of the Corporation unless otherwise stated in the by-laws. Any and all creditors of this Corporation shall look only to the assets of this Corporation for payment.

Section 2

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, Director, or Officer of the Corporation, or is or was serving at the request of the Corporation as a Member, Director, or Officer of another corporation, or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding, if the Member, Director, or Officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful; provided, however, if the action referred to above is brought by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the said Court shall deem proper.

Section 3

To the extent that any such person has been successful on the merits of or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Section 4

Except as provided in Section 2 or ordered by a Court, any indemnification authorized by Section 1 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Member, Director, or Officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (1) by the Board of Directors using its decision-making policy or a quorum consisting of board directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested board directors so directs, by independent legal counsel in a written opinion.

Section 5

Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Member, Director, or Officer to repay such amount if it should ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in these bylaws.

Section 6

The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification or advancement of expenses to which any such Member, Director, Officer, or such other employee as determined by the Board may be entitled under any other by-law, agreement, decision of disinterested directors or otherwise, and shall continue as to a person who has ceased to be a Member, Director, or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE VIII – DISSOLUTION

In the event it becomes necessary to dissolve and terminate the activities of Delaware Coalition Against Domestic Violence Inc., the Board of Directors shall distribute the remaining assets, if any, after all just expenses and debts have been paid, to a charitable organization or organizations which qualify for such distribution under Section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE IX – BOOKS AND RECORDS

Section 1

There shall be kept at the principal office of the Corporation correct books of accounts of all transactions of the Corporation, the original or a copy of the Certificate of Incorporation and Bylaws as amended to-date. The Board shall from time to time determine whether, and: if allowed, when and under what conditions and regulations the accounts and books of the Corporation (except such as may, by statute, be specifically open to inspection) or any of them shall be opened to the inspection of the members, and the members' rights in this respect shall be restricted and limited accordingly.

Section 2

All policies issued by the board and its committees shall be reviewed every two years at the beginning of the calendar year. The board must approve each policy in order for it to remain in effect. A record of such approvals will be reflected in the minutes of the meeting.

ARTICLE X– AMENDMENTS

These by-laws may be altered or amended, in whole or in part, by consensus of the Board of Directors, at any meeting of the Board, provided that written notice setting forth the nature of the proposed changes shall have been given to all Directors for review no later than one month prior to the meeting.

*Adopted at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
March 30, 1994*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
July 5, 1994*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
August 10, 1994*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
May 28, 1997*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
June 30, 1997*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
February 17, 1998*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
April 21, 1998*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
March 14, 2000*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
September 9, 2003*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
March 8, 2005*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
November 17, 2009*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
May 11, 2010*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
May 9, 2017*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
September 11, 2018*

*Revised at a general
Meeting of the Delaware
Coalition Against Domestic
Violence
December 18, 2018*

Addendum 1

Conflicts of Interest Policy

Article I: Purpose

The purpose of the conflicts of interest policy is to protect the Corporation'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 Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II: Definitions

1. *Interested Person*: Any director, principal 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 Corporation has transaction or arrangement, or
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

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 conflicts of interest, an interested person must disclose the existence of his or her financial interest and 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 or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and decided 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 such presentation, he/she shall leave the meeting during the discussion of, and the decision on, the transaction or arrangement that result in the conflict of interest.

- b. The Chair of the board or committee chairperson 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 Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by consensus of the disinterested directors whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that 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 response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Article IV: Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain: –

- 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 board’s or committee’s decision as to whether a conflict of interest in fact existed.
- 2. The names of the persons who were present for discussions and decisions 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 decisions taken in connection therewith.

Article V: Compensation Committees

A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from participating in the consensus decision-making process on matters pertaining to that member’s compensation.

Article VI: Annual Statements

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

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish on or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether acquisitions of any provider services result in inurement or impermissible private benefit.

Article VIII: Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Corporation 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.