

ARTICLE 11 CONFLICT OF INTEREST

1. Purpose: The purpose of this conflict 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 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.
2. Definitions: For the purposes of this Article 11, the subsequent capitalized words shall have the following meanings:
 - a. Interested Person. Any member of the Board of Director with delegated powers, who has a direct or indirect financial interest, as defined below, is an Interested Person.
 - b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment in any entity with which the Corporation has a transaction or arrangement;
 - ii. Compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement;
or
 - iii. A potential ownership or investment in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement;
 - iv. Compensation includes direct and indirect remuneration as well as contributions or favors that are not insubstantial; and
 - v. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Board of Director decides that a conflict of interest exists.
3. Procedures:
 - a. Duty to Disclose in connection with any actual or possible conflict of interest: an Interested Person must disclose the existence and nature of his or her financial interest and be given the opportunity to disclose all material facts to the Board of Directors with delegated powers considering the proposed transaction or arrangement.
 - b. Determining whether a conflict of interest exists after disclosure of the Financial Interest and all material facts: the Interested Person shall leave the Board of Directors' meeting while the Financial Interest is discussed. The remaining Board

of Directors shall determine if a conflict of interest exists by vote wherein a majority of the votes cast shall be required to establish that a conflict exists.

c. Procedures for addressing a conflict of interest:

- i. An Interested Person may make a presentation at the Board of Directors' meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible Conflict of Interest.
- ii. The Chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board of Directors shall determine whether the Corporation 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.
- iv. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, then the Board of Directors shall determine by a majority vote of the disinterested members of the Board of Directors whether the transaction or arrangement is in the Corporation'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.

d. Violations of the conflicts of interest policy:

- i. If the Board of Directors have reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest or has breached the fiduciary duty to keep the Board of Directors' discussions confidential, then it shall inform the members of the Board of Director of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose or breach.
- ii. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Directors determine that the member has in fact failed to disclose an actual or possible conflict of interest or has breached the fiduciary duty to keep the Board of Directors' discussions confidential, then the Board of Directors shall take appropriate disciplinary and corrective action.

4. Records of Proceedings: The minutes of the Board of Directors with delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have an actual or possible conflict of interest, the nature of the conflict, any action taken to

determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.

- b. The names or 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.

5. Compensation:

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

ARTICLE 12 ETHICS POLICY

It is the policy of the Corporation that its employees and members of the Board of Directors uphold the highest standards of ethical, professional behavior. To that end, the Board of Directors and all employees shall dedicate themselves to carrying out the mission of the Corporation and shall:

- a. Hold paramount the safety, health, and welfare of the public in the performance of professional duties.
- b. Act in such a manner as to uphold and enhance personal and professional honor, integrity, and the dignity of the profession.
- c. Treat with respect and consideration all persons, regardless of race, religion, gender, sexual orientation, maternity, marital or family status, disability, age, political affiliation, or national origin.
- d. Engage in carrying out the Corporation's mission in a professional matter.
- e. Collaborate with and support other professionals in carrying out the Corporation's mission.
- f. Build professional reputations on the merit of services and refrain from competing unfairly with others.
- g. Recognize that the chief function of the Corporation at all times is to serve the best interests of its constituency.
- h. Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct themselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- i. Respect the structure and responsibilities of the Board of Directors, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the Board of Directors.
- j. Keep the community informed about issues affecting it.
- k. Conduct organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
- l. Exercise whatever discretionary authority they have under the law to carry out the mission of the Corporation.

- m. Serve with respect, concern, courtesy, and responsiveness in carrying out the Corporation's mission.
- n. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities in order to inspire confidence and trust in such activities.
- o. Avoid any interest or activity that is in conflict with the conduct of their official duties.
- p. Respect and protect privileged information to which they have access in the course of their official duties.
- q. Strive for personal and professional excellence and encourage the professional development of others.