

BY-LAWS

RETIRED PUBLIC EMPLOYEES ASSOCIATION, INC.

ARTICLE I BOARD OF DIRECTORS

Control of the Retired Public Employee Association, Inc., hereinafter "RPEA," or 'Association'" shall be vested in a Board of Directors consisting of the President; the Executive Vice-President; two Vice-Presidents; Secretary; the Assistant Secretary; Treasurer; Assistant Treasurer; other duly elected members, not to exceed 15 in number; and the Immediate Past President.

The Board of Directors will meet upon call of the President or at any times it may schedule. The presence, in person or through electronic means, of a majority of the Board plus one member at any meeting shall constitute a quorum for transaction of business. Decisions of the Board of Directors shall be determined by a majority vote of members present at each meeting.

ARTICLE II STATUTORY COMPLIANCE

The Board of Directors shall conduct business and transactions in accordance with the statutory requirements of the New York State Nonprofit Revitalization Act. The requirements of such Act are appended to these By-laws as Appendices A-D.

ARTICLE III DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings and chair the Executive Committee with authority to convene meetings as necessary; appoint members of the Board; ad-hoc committees when necessary, make appointments, subject to the approval of the Board of Directors, to fill vacancies in any office or membership of the Board of Directors; institute plans for direction of the affairs of the Association; carry out other duties as assigned by the Board of Directors; communicate all necessary information to the Board of Directors; and govern with its advice and consent.

Section 2. Vice-Presidents. The Executive Vice-President and the two Vice-Presidents shall have functional duties as assigned by the President. The Executive Vice-President shall assume the duties of President when the President is unable to serve or whenever the office of President becomes vacant and shall accede to the office to serve to the end of the unexpired term.

Section 3. Secretary. The Secretary shall keep a record of the annual meeting and all Board of Directors meetings and prepare minutes for approval by such body. In the

event the office of Secretary becomes vacant the Assistant Secretary shall accede to the office, but if the vacancy cannot be filled by accession the President shall make the appointment with the approval of the Board of Directors. If the President is unable to do so the Board of Directors shall make the appointment of the successor to serve until the end of the unexpired term.

Section 4. Assistant Secretary. The Assistant Secretary shall assist the Secretary, and in the case of inability of the Secretary to serve shall assume the duties of the Secretary's office.

Section 5. Treasurer. The Treasurer shall be the custodian for all Association funds, oversee: (1) accurate records thereof, (2) maintain an inventory of fixed assets, and submit interim and annual reports for audit and approval. In the event the office of Treasurer becomes vacant the Assistant Treasurer shall accede to the office, but if the vacancy cannot be filled by accession the President shall make the appointment with the approval of the Board of Directors. If the President is unable to do so, the Board of Directors shall make the appointment of the successor to serve until the end of the unexpired term.

Section 6. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer, and in case of inability of the Treasurer to serve shall assume the duties of the Treasurer's office.

Section 7. Replacement of Officers. When there is a vacancy in an office for which there is no accession, the office shall be filled by appointment by the President with the approval of the Board of Directors. If the President is unable to do so, the Board of Directors shall make the appointment of the successor to serve until the end of the unexpired term.

ARTICLE IV TERMS OF OFFICE

Section 1. Officers. Officers shall serve for two (2) years commencing the first day of the month following the certification of their election.

Section 2. Board Member. Board members shall serve for three years commencing with the first day of following the certification of their election.

ARTICLE V COMMITTEES

Standing Committees. The following shall be the Standing Committees of the Association:

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the Board of Directors. This committee shall have authority to act on behalf of the Board on all matters of necessity. All activities of the Executive Committee shall be reported at the next meeting of the Board.

Section 2. Finance Committee. The Finance Committee shall be responsible for establishing, subject to the approval of the Board, guidelines and criteria for the investment and safeguarding of the funds of the Association. The Committee shall review and make recommendations on the annual budget developed by the Executive Director, and shall recommend an annual budget to the Board of Directors for their adoption. The Committee shall regularly review on-going revenues and expenditures and shall recommend appropriate actions and modifications to the budget, as necessary, to the Board of Directors during the course of the fiscal year.

Section 3. Advocacy Committee. The Advocacy Committee shall be responsible for: (1) developing, following, and pursuing the federal and state legislative program of RPEA under the direction of the Board of Directors; and (2) maintaining and directing the Community Lobby Network throughout New York State. The Network is comprised of RPEA members who contact their federal and state legislators in their home district offices — either by phone, letter, electronic communications, or personal visits for the purpose of enlisting their support for the RPEA legislative agenda and other legislative issues that affect public retirees.

Section 4. Member Services Committee. The Member Services Committee shall be responsible for: (1) establishing seminars and programs for employees of state and local governments, and their spouses, who are considering retirement; (2) identifying, evaluating, and recommending to the Board of Directors various types of benefits and/or services that should be made available to members of the Association; and (3) periodically conducting a review of existing services provided to determine their success, and whether continuation or modifications are warranted.

Section 5. Research Committee. The Research Committee shall be responsible for the review and analysis of programs affecting retired public employees; the review and analysis of federal and state health and related programs, legislation and benefits affecting retired public employees, and shall make proposals and recommendations on courses of action to the Board of Directors.

Section 6. Membership Committee. The Membership Committee shall promote and actively recruit and retain members. It shall advise the Board of Directors on membership status and shall develop plans to increase membership and oversee their implementation. As part of their effort, the Committee shall include and utilize the services of the chairpersons of the Regional Chapters, or their designated representatives.

Section 7. Personnel Committee. The Personnel Committee shall be responsible for, subject to the approval of the Board of Directors, the personnel policies and procedures of the Association. The committee shall have the final decision in grievance appeals presented to it in accordance with the Personnel Practice Manual.

Section 8. Audit Committee. The Committee shall recommend to the Board of Directors an auditor for the annual audit. The Committee shall review and report to the Board on the audit report, and oversee the implementation of any changes recommended by the auditor. Members of the Board shall receive a copy of the annual audit report and a copy of the management letter, if any.

Section 9. Ad-Hoc Committees. The President may at his discretion appoint ad-hoc committees as deemed necessary.

ARTICLE VI EXECUTIVE DIRECTOR

Executive Director. The Executive Director is appointed by the President with the approval of the Board of Directors. The Executive Director shall be the chief operating officer of the Association and shall have general supervision of and be responsible for all administrative work of the Association, including, but not limited to, preparation of annual budgets and periodic financial reports, and the approval of all Association expenditures and disbursements. The Executive Director is responsible to hire personnel and may consult with the Personnel Committee on selection. The Executive Director shall perform such duties as may be required at the direction of the President and shall report at each meeting of the Board and at the annual meeting of the Association.

ARTICLE VII ELECTIONS

Section 1. Nominations and Elections.

- A. Nomination by Nominating Committee. At least six (6) months prior to the annual meeting, the President shall appoint a nominating committee. This committee shall recommend a slate of candidates for the officers and members of the Board of Directors. After approval or modification thereof by the Board of Directors said slate of nominees shall be placed on a printed ballot which shall be distributed to the membership at least thirty (30) days prior to the due date specified on the ballot. The ballot shall provide spaces for write-in votes and state the date by which the marked ballot must be received to be valid for counting.
- B. Nomination by petition. An individual may be nominated by a petition submitted to the Nominating Committee provided the petition is signed by not less than 100 members in good standing of the Association. Such petition shall be received by the Association not less than 60 days prior to the distribution of the ballot.

Section 2. Results of Elections. The certified results of the election shall be announced at the annual membership meeting and in the RPEA Newsletter.

ARTICLE VIII CHAPTERS

Section 1. Establishment. The Association Board of Directors may take such actions as may be reasonably necessary to establish and charter chapters of the RPEA in geographic areas of New York and other states where such areas contain sufficient numbers of interested members to sustain such chapters. Each such chapter shall be established pursuant to a charter granted by the Association Board of Directors in its sole discretion for the sole purpose of supporting the goals and objectives of RPEA.

Section 2. By-Laws. RPEA Model Chapter By-Laws shall be adopted by the respective chapter, and any subsequent proposals for change shall be by the local Chapter steering committee to ensure they are in conformity with RPEA policies and goals. If any amendments are necessary they must be approved by the RPEA Board of Directors and the chapter membership before they become effective.

Section 3. Financial Oversight. Chapters shall be subject to the Board of Directors jurisdiction and oversight in their financial operation and management.

Section 4. Assistance. The Executive Director and staff of the Association may provide Chapters with such administrative, financial, or other assistance as may be deemed appropriate.

Section 5. – Inactivation. If a Chapter is unable to find members to serve as (1) Chapter Chair; (2) treasurer; or (3) maintain a quorum of the steering committee membership, the Chapter may request the RPEA to place it in “inactive status” without dissolution of the Chapter until such time as members are found to serve in these essential positions. At such time the chapter may petition the RPEA Board for reactivation and the restoration of assets distributed to the RPEA during the period of inactivation. If the period of inactivation continues for more than five years the chapter will be deemed “dissolved” and its charter revoked.

Section 6. – Dissolution. The Chapter shall use its funds and resources only to accomplish the objectives and purposes specified in these by-laws and consistent with policies and objectives of the RPEA. No part of said fund, nor any benefit from the assets or use thereof, shall inure, or be distributed to the members of the Chapter. On dissolution of the Chapter or upon termination by the RPEA Board, all Chapter assets shall be transferred or delivered to the RPEA.

Section 7. – Reorganization. An inactive Chapter or a Chapter deemed dissolved may be merged with one or more active Chapters with the approval of each such Chapter or chapters and the Board.

ARTICLE IX COOPERATION

The Association may cooperate with other organizations interested in issues of concern to retired public employees in fulfillment of RPEA goals and objectives.

ARTICLE X AUDIT

In accordance with the requirements of the Nonprofit Revitalization Act, an independent audit shall be made annually and the report thereof, including any management letter, submitted to the Board of Directors. Such audit report shall be referred to the Audit Committee.

ARTICLE XI AMENDMENTS, VALIDITY, AND REVIEW

Section 1. Amendments to the By-Laws. Proposed amendments to the By-Laws shall be by a majority of votes cast by written and/or electronic ballot circulated among the membership for at least thirty (30) days prior to the date specified on the ballot. Any proposed amendments shall be accompanied by a description of the proposed amendment.

Section 2. Validity of By-Laws. If any specific provision of these By-Laws shall be found to be invalid or defective by a court of competent jurisdiction or as otherwise provided by law, the other provisions shall be deemed to remain in effect.

Section 3. Review of By-Laws. The By-Laws may be amended at any time, and subject to a review at least once every five years. Such review is to be made by an ad-hoc By-Laws Committee and its recommendation reported to the Board of Directors.

Adopted August 16, 1969

Amended May 20, 1972

Amended June 16, 1979

Amended June 25, 1981

Amended July 1, 1986

Amended June 5, 1989

Amended January 31, 1991

Amended August 31, 1992

Amended October 8, 1995

Amended October 2, 2001

Amended September 15, 2004

Amended October 29, 2015

POLICIES

APPENDIX A | By-Law & Corporate Policy Definitions

1. **Charitable Corporation.**

Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type "B" or "C" Corporations, as well as former Type "D" with Charitable purposes.

2. **Non-Charitable.**

Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type "A" Corporations, as well as former Type "D" with Non-Charitable purposes.

3. **Related Party.**

A "Related Party" means (i) any Director, Officer or Key Employee of the Corporation, or any Affiliate; (ii) any Relative of any Director, Officer or Key Employee of the Corporation, or any Affiliate; or (iii) any entity in which any individual described in clauses (i) and (ii) herein has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

4. **Affiliate.**

An "Affiliate" of the Corporation means any entity controlled by, in control of, or under Common control with, the Corporation.

5. **Director.**

A "Director" means any member of the governing board of the Corporation, whether designated as director, trustee, manager, governor, or by any other title.

6. **Officer.**

An "Officer" means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or By-Laws.

7. **Key Employee.**

A "Key Employee" means any person who is in a position to exercise substantial influence over the affairs of the Corporation.

8. **Relative.**

A "Relative" of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted),

grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.

9. Related Party Transaction.

A "Related Party Transaction" means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation, or any Affiliate, is a participant. The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.

10. Entire Board.

The "Entire Board" means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. If the By-Laws provide that the Board of Directors shall consist of a fixed number of Directors, then the "Entire Board" shall consist of that number of Directors. If the By-Laws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the "Entire Board" shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors.

11. Independent Director.

An "Independent Director" means a Director who:

- i. is not, and has not been within the last three (3) years, an Employee of the Corporation or an Affiliate of the Corporation and does not have a Relative who is, or has been within the last three (3) years, a Key Employee (as defined by these By-Laws) of the Corporation or an Affiliate,
- ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation, and,
- iii. is not a current Employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has made "payments" to, or received "payments" from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this definition the term "payments" does not include charitable contributions.

12. Independent Auditor.

An "Independent Auditor" means any Certified Public Accountant performing the audit of the financial statements of the Corporation who is not, nor is any member of his/her firm, an Officer, Director, Employee or Volunteer of the Corporation or has a Relative who is such an individual.

APPENDIX B | **Board of Directors Conflicts of Interest Policy****1. Policy Requirements.**

All real or potential “Related Party Transactions” (as defined by these By-Laws) and any other conflicted matter must be addressed in accordance with the terms of this Board of Directors Conflicts of Interest Policy. Any Related Party Transaction, or any other conflicted matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of the majority (50% +1) of the Board of Directors, excluding any Directors with an interest in the subject transaction or matter.

2. General Disclosure.

Prior to initial election, and annually thereafter, each Director shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Director’s knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or Employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant, and in which the Director might have a conflicting interest. The Secretary shall provide a copy of all completed disclosure statements to the Chair of the Audit and Finance Committee or, if there is no Audit and Finance Committee, to the President of the Board of Directors. A copy of each disclosure statement shall be available to any Director on request.

3. Specific Disclosure.

If at any time during his or her term of service, a Director, Officer or Key Employee (all as defined by these By-Laws) acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Related Party Transaction, or any other conflicted matter, he or she shall promptly disclose, in good-faith, to the Board of Directors, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

4. Conflicts Review Committee.

Unless another standing committee should have a charge authorizing it to address the topics discussed herein, either an Audit & Finance Committee or an *ad hoc* Conflicts Review Committee of the Board, comprised entirely of Directors without an interest in the given transaction or matter, shall be duly appointed and convened by the Board to review any real or potential Related Party Transaction, or matter which might be considered to constitute a conflict of interest for a particular Related Party (as defined by these By-Laws). If no Audit & Finance or formal Conflicts Review Committee is charged, the Board (excluding the Director having an interest in the given transaction or matter) may act in its stead.

5. Standard of Review.

In any instance where a Related Party Transaction, or other conflicted matter, is being reviewed, and is so material that it would customarily warrant formal approval by the Board of Directors, either the Conflicts Review Committee shall thoroughly review the transaction or matter and submit to the Board a recommendation as whether or not it should be approved, or the Board, itself, shall thoroughly review the transaction and render a binding determination as to whether it should be approved.

6. Authorization of Related Party Transactions

The Corporation shall not enter into any Related Party Transaction, or any other conflicted matter, unless such a Transaction or matter is determined by the Board to be fair, reasonable and in the Corporation's best interest at the time of such determination.

7. Authorization of Transactions Concerning Substantial Financial Interest.

With respect to any Related Party Transaction, or other conflicted matter, in which a Related Party has a substantial financial interest, the Board of Directors, or an authorized committee thereof, as appropriate shall:

- i. prior to entering into such Transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from at least two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds majority (66.67%) vote of the Directors or committee members, as appropriate, present at the meeting; and,
- iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

8. Restrictions.

With respect to any Related Party Transaction, or any other conflicted matter, considered by the Board, or an authorized committee, as appropriate, No Related Party shall:

- i. be present at, or participate in, any deliberations,
- ii. attempt to influence deliberations, and/or
- iii. cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party present information concerning a Related Party Transaction, or any other conflicted matter, at a Board, or Committee, meeting prior to the commencement of deliberations or voting relating thereto.

9. Audit-Related Disclosure of Conflicts.

It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Director interest disclosure statements and any case-specific Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Chair of the Audit and Finance Committee or, if there is no Audit and Finance Committee, to the President of the Board of Directors, in an effort to assure that they are properly considered for auditing purposes.

APPENDIX C | Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

-Code of Ethical Conduct-

This Corporation is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Director, Officer and Key Employee (to the extent applicable) shall adhere to the following code of conduct:

By-Laws&Policies

- Be aware of and fully abide by the constitution, bylaws, rules and regulations of the Corporation and policies of the corporation, pursuant to the New York Not-for-Profit Corporation Law (N-PCL).
- Assure compliance of the Corporation with respect to all statutes, regulations and contractual requirement.
- Respect and fully support the duly-made decisions of the Board of directors in accordance with their fiduciary duties of obedience and loyalty.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL.
- Work diligently to ensure that the board fully assumes its role as a policy-making, governing body.
- View and act towards the Chief Executive Officer as the chief administrative officer with the sole responsibility for the day-to-day management of the organization, including personnel, and for implementation of board policies and directives.

Informed Participation

- Attend most, if not all, meetings of the Board and assigned committees.
- Remain informed of all matters, including financial, that come before the Board and/or assigned committees.
- Respect and follow the "chain of command" of the Board and administration.
- Constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, Board actions with which one disagrees or is in serious doubt.
- Appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the corporation.
- Do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken.
- Act in ways that do not interfere with the duties or authority of staff.

Conflict of Interest, Representation & Confidentiality

- Represent the best interests of the corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the Corporation.
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board, pursuant to N-PCL.
- Not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the board member's affiliation with the Corporation.
- Publicly support and represent the duly made decisions of the Board.
- Speak positively of the organization to the Corporation members, and all current and potential stakeholders and constituencies.
- Not take any public position representing the Corporation on any issue that is not in conformity with the official position of the corporation.
Not use or otherwise relate one's affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election.
- Maintain full confidentiality and proper use of information obtained as a result of board service in accordance with board policy or direction.

Interpersonal

- Speak clearly, listen carefully to and respect the opinions of fellow board members and key staff.
- Promote collaboration and partnership among all members of the board.
- Maintain open communication and an effective partnership with the Board's officer and committee leadership.
- Remain "solution focused", offering criticism only in a constructive manner.
- Not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of differences in opinion or other personal reasons.
- Always work to develop and improve one's knowledge and skills that enhances one's abilities as a Director.

Disclosure of Conflicts of Interests...

Please circle 'Yes' or 'No' and answer as appropriated.

1. Have you had a direct or indirect business relationship during the past fiscal year or current year with THE CORPORATION through ownership of more than 35% with any person who is a current or former officer, director, trustee or key employee of THE CORPORATION?

Yes (please describe below) No

2. Do you have a family member who had a direct or indirect business relationship with THE CORPORATION during the past fiscal year or current year?

Yes (please describe below) No

3. Did you serve as an officer, director, trustee, key employee, partner or member of an entity (or a shareholder of a professional corporation) that did business with THE CORPORATION during the past fiscal year, is currently or may be doing business in the current fiscal year?

Yes (please describe below) No

All Board Members shall be responsible for adhering to the following:

Duty of Care, Loyalty & Obedience

- All members of the Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen & sensibilities, would exercise under similar circumstances at all times. A Director, an Officer or Employee will undertake to understand all, or substantially, all of the consequences of their actions or the omissions of their actions.
- No Officer, Director or Employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer, Director or Employee shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.
No Officer, Director or Employee shall disobey a majority decision of the Board of Directors.
- All members of the Board of Directors, all Officers of the Corporation and all Employees of the corporation are hereby bound to Fiduciary duty for and on behalf of the corporation, such that the interests of the corporation shall remain paramount to any and all of their personal interests whatsoever. All members of the Board of Directors, all officers of the corporation and all Employees shall exercise their Fiduciary Duty at all times, especially when making a decision on behalf of the corporation.

Conflict of Interest

- Consulting the board of Directors Conflicts of Interest Policy and abstaining from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest, as well as disclosing the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member

of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote.

- The Corporation is dedicated to the development of a strong nonprofit sector and representatives of that sector may sit on its Board of Directors and still qualify for services offered by the Corporation. Participation as a member of the Board does not preclude an organization that the board member is associated with from receiving services. Association includes, but not limited to an organization for which the board member is employed by, or is a member of its Board of Directors. The receipt of services or the potential of receiving services may, however, constitute a conflict of interest from time to time as defined herein. In the event that such a conflict of interest is determined to compromise the individual Board member's ability to represent the Corporation's best interest regarding a specific issue or action before the board, the procedures stated in the Article are in force.

4. Did you have during the past fiscal year, have currently or anticipate having conflicts as defined in the bylaws that has not been previously disclosed herein?

Yes (please describe below) No

The IRS Form 990 requires THE CORPORATION to publically disclose much of the information below.

-Certification-

I, the undersigned, certify that I have read and understand the Code of Ethical Conduct of the corporation. I agree that my actions will fully comply with the statements and intent of the Code of Ethical Conduct. I affirm that neither I, nor any member of my family or household, has had an interest or taken any action which counters the conflict of interests' policies of the organization or impedes my ability to act as a fiduciary and in the best interests of the corporation, except potentially those interests or actions as stated and fully disclosed below.

Board Member Signature

Date

Other Disclosure of Conflicts of Interests...

Nature of Conflict(s)

Board Member Name (print) _____

Signature _____ Date _____

-Annual Potential Conflicts Disclosure Statement-

As a Director, Officer or Key Employee of the Corporation, prior to your being seated on the Board of Directors or commencing employment with the Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time to-time. With regard to this Conflicts Disclosure Statement, please identify, to the best of your knowledge, any financial transaction(s), and related circumstances, that have occurred within the last (3)-fiscal years of the Corporation, are pending, currently occurring, and/or, in your reasonable opinion, could lead to potential financial transactions, between yourself, as a "Related Party" (as defined by the By-Laws of the Corporation), a "Relative" (as defined by the By-Laws) or a business enterprise where you are an officer, director, trustee, member, owner or Employee (as identified in the definition of "Related Party") and this Corporation. Attach additional descriptions and/or information as needed.

Myself

Relative

Business Entity

-Certification-

I, the undersigned, certify that I have read and understand this Code of Ethical Conduct & Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or previously had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

Director Signature

Date

APPENDIX D | Audit Oversight Policy

1. Auditing.

If required by statute, regulation or contract, if deemed necessary and practicable by the Board of Directors, or if mandated by any empowered governmental agency, the accounts of the Corporation shall be subject to an annual audit report or audit review report prepared by an independent Certified Public Accountant, an "Independent Auditor" (as defined by these By-Laws). Once retained, neither the Independent Auditor, nor a partner, associate or employee of the Independent Auditor's firm or practice; or, a "Relative" (as defined in these By-Laws), or a partner, associate or employee of a Relative's firm or practice, shall perform any assistance to the Corporation other than that directly related to auditing functions.

2. Required Duties.

Should statute, regulation or contract require the Corporation to file an audit report or audit review report prepared by an independent Certified Public Accountant, an "Independent Auditor" (as defined by these By-Laws), the Board of Directors, or a designated Audit and Finance, or other, Committee of the Board of Directors, comprised solely of "Independent Directors" (as defined by these By-Laws), shall perform the following duties:

- i. oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements;
- ii. annually retain or renew the retention of an Independent Auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the Independent Auditor; and,
- iii. oversee the adoption, implementation of, and compliance with the Corporation's Conflicts of Interest Policy and any required Whistleblower Policy adopted by the Corporation if such functions are not otherwise performed by another Committee of the Board comprised solely of Independent Directors.

3. Additional Revenue-Imposed Duties.

Should the Corporation be required to file an audit report or audit review report prepared by an Independent Auditor and in the prior fiscal year had, or in the current fiscal year reasonably expects to have, annual revenue in excess of one million dollars (\$1,000,000), by state statute, the Board, or a designated Audit and Finance Committee, or another Committee of the Board, comprised solely of Independent Directors, shall also be required to perform the following duties:

- i. review with the Independent Auditor the scope and planning of the audit prior to the audit's commencement;
- ii. upon completion of the audit, review and discuss with the Independent Auditor:
 - a) any material risks and weaknesses in internal controls identified by the Independent Auditor;
 - b) any restrictions on the scope of the Independent Auditor's activities or access to requested information;
 - c) any significant disagreements between the Independent Auditor and management of the Corporation; and,

- d) the adequacy of the Corporation's accounting and financial reporting processes;
- iii. annually consider the performance and independence of the Independent Auditor; and,
- iv. if the duties required by this Section are performed by an Audit and Finance Committee, or another Committee of the Board, report on the Committee's activities to the Board.

4. Affiliate Corporations.

Should the Corporation control other "Affiliate" (as defined by these By-Laws) subsidiary corporations, the Board of Directors of this Corporation, or a designated Audit Committee comprised solely of this Corporation's Independent Directors, may pursuant to state statute and these By-Laws perform all audit oversight duties stipulated in this Article for any such affiliate or subsidiary corporations.

5. Restrictions.

Only Independent Directors may participate in any Board or Committee deliberations or voting relating to matters set forth in this Article.