



Heroes & Heart

Mission

Our Mission is designed to educate, encourage, and empower marginalized communities globally through literacy, leadership, and legacy.

Racquel Watson
Executive Director

Justyn Boumah
CEO

2021 Handbook: Bylaws and Conflict of Interest Policy

Heroes & Heart
Governing Bylaws and Conflict of Interest policy that
all Board Members, Directors, Employees, Volunteers, and Committee Members are to
adhere to.

BYLAWS

OF

Heroes & Heart

Entity ID: E13375322021-5

Employer Identification Number (EIN): 86-2963350

Sales and Use Tax #: -----



Heroes & Heart

For Board Use Only!

Approved By:	Date:
Signed:	Position:

Governing bylaws all Board Members, employees, and committee member, are to adhere to.

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BYLAWS
of
Heroes & Heart

ARTICLE I – NAME AND LOCATION

Section 1 - Name: The name of the Organization shall be **Heroes & Heart**. It shall be a nonprofit organization under the laws of the State of Nevada.

Section 2 - Location: The street address of the principal office of the Organization in Nevada is:

1951 Stella Lake Street, Suite 26, Las Vegas, NV, 89106

ARTICLE II – FISCAL YEAR

This Fiscal year for Heroes & Heart Shall begin on January 1st and end on December 31st.

ARTICLE III – PURPOSE

Section 1 - The purposes of this Organization is to;

- a. Purpose 1 - Our Mission is designed to educate, encourage, and empower marginalized communities globally through literacy, leadership, and legacy.
- b. Purpose 2 - To support global literacy and advocate for the disadvantage.

Section 2 - Heroes & Heart is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV – BOARD MEMBER

Section 1 - Board of Director: Every individual who is a Board Member of this Nonprofit shall uphold their duties within their perspective position. The Chairperson shall appoint Board members of this Organization.

Sections 2 - Rights of Director: Each Director shall be eligible to casts a vote.

Section 3 - Resignation and Termination: Any Board Member may resign by filing a written resignation with the Secretary. The Board of Directors shall have the right to approve the resignation of any Board Member by a majority vote of the Board Members.

ARTICLE V – GENERAL BOARD OF DIRECTOR MEETING

Section 1 - Annual Meeting: An annual meeting of the members shall occur at the specified date, time, and location designated by the Chair. At the annual meeting, the

members shall elect directors, and officers, receive reports on the activities of the associations, and determine the direction of the Organization for the coming year.

Section 2 - Special Meetings: Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of the Board of Directors may also call a special meeting.

Section 3 - Notice of Meetings: Notice of each meeting shall be given to each Director by e-mail, letter mail, text message, or phone calls not less than three days before the meeting.

Section 4 - Quorum: The Directors present at any properly announced meeting shall constitute a quorum for the transaction of business in any general Board of Director meeting of the Organization.

Section 5 - Participants: All Board Members of the Organization may be eligible to cast a vote.

Section 6 - Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE VI – BOARD OF DIRECTORS

The duties of the Board of Directors shall be:

1. To transact necessary business in the intervals between its Board and Committee meetings and other business referred to by the Organization.
2. To create standing and special committees.
3. To approve the plans of work of the standing committees.
4. To present a report at the General Board of Director meetings of the Organization.
5. To select an auditor or an auditing committee to audit the Treasurer's accounts.
6. To approve and submit an annual budget to the Board of Directors for adoption.
7. To approve routine bills within the limits of the adopted budget.
8. To fill vacancies.

Section 1 - Board Role & Size: The Board is responsible for the overall policy and direction of the Organizations, and delegates responsibility of day-to-day operations to the staff, volunteers, and committees. The Board shall have up to 12, but no fewer than four members. This Board of Directors shall and must always consist of at least four members of the Boamah/Watson lineage or bloodline.

The Board of Directors shall consist of:

Chairperson - The Chairperson shall be appointed by the Executive Director, govern, and oversee the affairs of the Organization. The Chairperson is to promote the highest standard of organizational governance within the Board and the Organization. The Chairperson is to provide leadership within the Board of Directors and the Organization. The Chairperson is to ensure all committees are functioning and managing properly. The Chairperson is to govern the Organization, Board of Directors, and Officers within Heroes & Heart. The Chairperson may hold two (2) other positions within the Board of Directors.

CEO - The Chief Executive Officer is to create and implement the organizations' vision and direction. The CEO is to lead, guide, and evaluate executive leaders. The CEO is to create an organization that will grow and flourish. The CEO shall serve as the representative for the Organization.

CFO - The Chief Financial Officer manages the financial risk of the Organization. The CFO is also responsible for financial planning and record-keeping, as well as financial reporting to the Board of Directors and members. The CFO is to file all taxes and property taxes by their deadline and to their respective entities. The CFO is to conduct Organization's financial audit upon public review.

COO - The Chief Operational Officer is responsible for the daily function of the Organization. The COO should have an in-depth understanding of what the company does and should monitor its efficacy. The COO is responsible for major operations and initiatives. The COO must help the CEO to develop strategic initiatives for the Organization and plan for the future. The COO may also step in to take on the CEO's role when he is absent.

Executive Director - The Executive Director shall preside at and conduct all meetings of the Board and Executive Committee. If age permits, The Executive Director may approve and sign all agreements in the name of the Organization. The Executive Director may coordinate fundraising events and community outreach events. The Executive Director may serve as the Organization's representative in meetings and discussions with other organizations and agencies and otherwise perform all the duties which are ordinarily the function of the office or which are assigned by the Board. The Executive Director shall appoint all Board Members and hold one (1) other position within the Board of Directors.

Secretary - The Secretary shall record the minutes of all meetings within the Organization. The Secretary shall be prepared to review and read the minutes of the previous meeting. The Secretary is to file and maintain all records of the Organization. The Secretary is to communicate all meeting dates and time to the members, Officers, and Directors of the Organization. The Secretary is to maintain records of all committees within the Organization.

Section 2 - Officers: The Organization's officers shall be a President, vice president(s), Secretary, and Treasurer. Board Members may also serve as an Officer.

Section 3 - Compensation: All compensated officers and Board Members shall be recorded and in writing. Compensation should not conflict with the 'Conflict of Interest Policy.'

Section 4 - Terms: ~~All Board members shall serve three-year terms but are eligible for re-election for up to two consecutive terms.~~ This Board of Directors shall and must always consist of at least four members of the Boamah/Watson lineage or bloodline.

Section 5 - Meetings and Notice: The Board shall meet yearly at an agreed-upon date, time, and place, called by the President.

1. An official Board meeting requires each member to have a written notice via e-mail, phone call, letter mail, or text message at least three days in advance.
2. The Board of Directors' meeting that includes all committees and subcommittees may meet by telephone conference or through other electronic communications

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media, as long as all members can simultaneously clearly communicate and/or electronically stream each other and participate during the meeting.

Section 6 – Quorum: A quorum must be attended by at least 5% of Board Members for business transactions to take place and a motion to pass.

Section 7 – Removal from Position: The Board of Directors, by (2/3) vote of the members present and voting, may remove from his/her position any Board Member who fails to perform designated duties as outlined in bylaws and/or job descriptions, fails to attend three consecutive meetings, and/or Board of Directors meetings without being excused, violates the basic policies, misrepresents the positions of the Organization or acts in any other way which is detrimental to the philosophy and purposes of the Organization. When removal is contemplated, the Board members shall be advised by certified mail at least seven (7) days before the meeting determination of his/her rights to appear before the Board of Directors at the meeting. Such removal constitutes a vacancy in that office.

ARTICLE VII – OFFICERS AND THEIR ELECTIONS

Section 1 – President: The President shall:

1. Preside or arrange for other members of the Board of Directors and Executive Committee to preside at each meeting in the following order: Vice-President, Treasurer, Secretary.
2. Coordinate the work of the officers and committees of the Organization so that the purposes may be promoted.
3. Be a member of all committees except the nominating committee.
4. Perform such other duties as may be prescribed in these bylaws or assigned by the Organization or by the Board of Directors.
5. Review bank statements monthly and initial; and
6. Represent the Organization at all Organizational meetings or send an alternate.

Section 2 – Vice-President(s): The Vice-President(s) shall:

1. Act as an aide(s) to the President.
2. Perform in their designated order the duties of the President in the absence or inability of that Officer to serve.
3. Coordinate fundraising events and community outreach events; and
4. Perform such other duties as may be prescribed in these bylaws or assigned by the Board of Directors.

Section 3 – The Treasurer: The Treasurer shall:

1. Have custody of all funds of the Organization.
2. Keep a complete and accurate account of receipts and expenditures, including reconciling the bank statement each month.
3. Make disbursements as authorized by the President or Board of Directors of the Organization in accordance with the budget adopted by the Organization.
4. Present a written financial statement at every meeting of the Executive Committee, the Board of Directors, and other times when requested by the Board of Directors.
5. Make a full report before the newly elected officers officially assume their duties.

6. Be responsible for maintaining such books of account and records to conform to the requirements of the bylaws.
7. Be responsible for preparing and filing all necessary tax forms and submitting a copy to the Board of Directors within thirty (30) days of filing the return.
8. Have the accounts examined at the close of the fiscal year and upon the change of Treasurer by an auditor or an auditing committee of not less than three (3) persons who, confirmed that the Treasurer's annual report is correct, shall sign a statement of the fact at the end of the report. An auditor or an auditing committee shall be selected by the Board of Directors at least thirty (30) days before new officers assume their duties; and
9. Perform such other duties as may be prescribed in these bylaws or by the Board of Directors.

Section 4 – The Secretary: The Secretary shall:

1. Record the minutes of all meetings of the Organization, the Board of Directors, and the Executive Committee.
2. Be prepared to read the minutes of the previous meeting.
3. File all records.
4. Maintain all volunteer hours; and
5. Perform such other duties as may be prescribed in these bylaws or by the Board of Directors.

ARTICLE VIII – OFFICERS AND BOARD OF DIRECTORS

Section 1 – Checks: Checks and vouchers shall be signed by two (2) persons (the treasurer and one other Officer). If another officer is not present, the President or Treasurer may sign a check or voucher without another officer.

Section 2 – Fiscal Review: The Board of Directors shall make a copy of its annual financial review available to its members upon request within 120 days following the close of the fiscal year.

Section 3 – Expiration of Term: Upon the expiration of the term of office or in case of resignation, each Officer shall turn over to the resident, within fourteen (14) days, all records, books, and other materials pertaining to the office, and shall return to the Treasurer, immediately, all funds related to the office.

Section 4 – Standards: To meet the standards of the Organization, the Officers and Board of Directors shall:

1. Adhere to the purposes and basic policies.
2. Fulfill Board member requirements.
3. Shall not serve as a voting member of the Organization while serving as a paid employee of or under contract to the Organization.
4. Have bylaws approved every three (3) years.
5. Have a minimum of four (4) members.
6. Shall and must always consist of at least four members of the Boamah/Watson lineage or bloodline.
7. Submit the name and contact information, including phone number, address, and e-mail addresses of all elected officers to the Board members within two (2) weeks of an election.

8. Remit bonding of Directors and Officers and liability insurance premiums by the designated date.
9. Keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the Organization, including, specifically, the number of its members, hours volunteered from its members, and the total amount of volunteer hours given to the Organization.
10. Maintain an Employer Identification Number (EIN) from the Internal Revenue Service (IRS) on file.
11. File the Personal property Return with the state no later than April 15th.
12. File appropriate tax forms by the required date with the IRS and submit a copy to the Executive Committee within thirty (30) days of filing; and
13. File all appropriate state forms with the appropriate state authorities by the required date and submit a copy to the Executive Committee within thirty (30) days of filing.

Section 5 - Training Requirements: The President and the Treasurer must receive proper financial training regarding Nevada State and IRS tax forms within 120 days of taking office.

All members of the Board of Directors must receive a copy of the bylaws.

Section 6 - Minors:

1. Minors (17 years and under) may hold an Officer's position with a signed and approved waiver. A parent or guardian must sign all waivers and paperwork that stipulates the Officer's position.
2. Adults may accompany their minor child while volunteering for Heroes & Heart.
3. All votes issued by minor members may pass by a 2/3 majority vote and with one (1) governing adult Board of Directors or Officer present at the time of voting.

ARTICLE IX – COMMITTEES

Section 1: Committee Formation: The Board of Directors may create committees as needed, such as fundraising, research, community outreach, public relations, data collection, etc. The President of the Board appoints all committee chairs.

Section 2: Executive Committees: The President, Vice-President, and the Treasurer serve as the Executive Committee. Except for the power to amend the Articles of Organization and the bylaws, the Executive Committee shall have the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the entire Board.

Duties of the Executive Committee shall be:

1. To transact business referred to it by the Board of Directors.
2. To elect standing and special committee chairs.
3. To act in emergencies between meetings of the Board of Directors.
4. To submit a report to each Board of Directors' meeting.

Section 3: Finance Committee: The Treasurer shall preside over the Finance Committee, which includes three (3) other Board members. The Finance Committee is responsible for:

1. Developing and reviewing fiscal procedures.
2. Fundraising plans.
3. Reviewing the annual budget with staff and other Board members.
4. Presenting annual reports to the Board showing income, expenditures, and pending income; and
5. To be sure the Organization's financial records are made available for public information and all memberships.

The Board of Directors must approve the budget and all expenditures within the budget. The Board must approve any major change in the budget of the Executive Committee.

ARTICLE X – DIRECTOR AND STAFF

Section 1 - Executive Director: The Executive Director is hired by the Board. The Executive Director has the day-to-day responsibilities for the Organization, including carrying out the Organization's goals and policies. The Executive Director will attend all Board meetings, report on the Organization's progress, answer questions of the Board members, and carry out the duties described in the job description. The Board can delegate other tasks, as necessary.

Section 2 - Staff: The Executive Director will be responsible for hiring additional staff as necessary.

Section 3 - Salaries: Salaries for all positions shall be competitive and based on appropriate living wages as deemed by the State of Nevada.

ARTICLE XI – DISSOLUTION

Section 1 - Dissolution: In the event Heroes & Heart votes to dissolve and terminate its affairs, it shall be done as follow:

1. The Board of Directors shall adopt a resolution recommending that the Organization is dissolved and directing that question of such dissolution be submitted to a vote at a special meeting of members having voting rights. Written or printed notice stating that the purpose of such meeting is to consider the advisability of dissolving this Organization shall be given to each member entitled to vote at such meeting at least thirty (30) days before the date of such meeting.
2. Written notice of the adoption of such resolution, accompanied by a copy of the notice of the special meeting of members, shall be given to the CEO at least twenty (20) days before the date fixed for such special meeting of the members. Members in good standing of the Organization on the date of adoption of the resolution and who continue to be a member in good standing on the date of the special meeting shall be entitled to vote on the question of dissolution. Approval of the dissolution of Heroes & Heart shall require the affirmative vote of at least two-thirds (2/3) of the members present and entitled to vote at the special meeting, a quorum being present.
3. Upon dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the

Organization is then located, exclusively for such purposes or to such Organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII – CONFLICT OF INTEREST

Section 1 – Conflict of Interest: The Board shall adopt a Conflict of Interest policy that covers Board Members, staff members, and volunteers with significant decision-making authority concerning the resources of the Organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors.

ARTICLE XIII – INDEMNIFICATION

Section 1 – Indemnification: The Organization shall Indemnify its Directors and Officers to the fullest extent permitted by State and Federal law, including the payment of related legal expenses.

ARTICLE XIV – EXONERATION

Section 1 – Exoneration: To the fullest extent permitted by the State or Federal law, no Director or Officer of the Organization shall be personally liable to the Organization or its members for damages. Board Members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Organization or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision concerning any act or omission which occurred before such amendment or repeal.

ARTICLE XV – INSURANCE

Section 1 – Insurance: The Board shall evaluate the Organization's need for insurance coverage as appropriate for its activities, including but not limited to general liability insurance and Directors' and Officers' liability insurance.

ARTICLE XVI – ORGANIZATION RECORDS

Section 1 – Organization Records: The Organization shall keep correct and complete books and records of account. And shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall remain at the Organization's principal office, record the names and addresses of the Directors and its Articles of Organization, Bylaws, and the Board approved policies. The Organization shall make available to the public its application to the IRS for tax-exempt status, its IRS determination letter, and its three most recently filed IRS forms 990s. Upon written request, all books and records of the Organization may be inspected by any Director within three (3) business days.

ARTICLE XVII – SIGNATURE AUTHORITY

Section 1 – Signature Authority: All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the Organization's financial policies. All contracts, leases, and deeds of any kind shall be signed by the Executive Director, Chairperson, or any other agent of the Organization designated by the Board.

ARTICLE XVIII – NON-DISCRIMINATION

Section 1 – Non-Discrimination: The Organization shall not discriminate against any person on the basis of age (40 and older), race, color, national origin, religion, citizenship status, ethnicity, or disability.

ARTICLE XIX – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by a two-thirds (2/3) majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent with regular Board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds (2/3) majority vote on this _____ day of _____, 20____.

Executive Director or Chairperson

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CONFLICT OF INTEREST POLICY

Heroes & Heart

Article I – Purpose

The purpose of the Conflict of Interest Policy is to protect this tax-exempt Organization's (Heroes & Heart) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or 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 (Nevada) and Federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definition

1. Interested Person:

Any Director, Principal Officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, as an interested person.

2. Organization:

Heroes & Heart

3. 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 that is over \$100,100 that is made 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 agreement.

A financial interest is not a conflict of interest if compensation and transactions are under \$100,100. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing 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 allowed to disclose all material facts to the Directors and members of committees with governing 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 governing 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 governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion and vote on the transaction or arrangement involving the possible conflict of interest.
- b) The Chairperson of the governing 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 governing 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 the circumstances not producing a conflict of interest, the governing 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 benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall decide whether to enter into the transaction or arrangement.

4. *Violation of the Conflict of Interest Policy:*

- a) If the governing 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 of such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and making further investigation as warranted by the circumstances, the governing 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.

Article IV – Records of Proceedings

The minutes of the governing 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 any 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 governing Boards' or committees' decision as to whether a conflict of interest existed.
- b) The names of the persons present for the 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 – Compensation

- a) A voting member of the governing 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 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 governing Board or any committee whose jurisdiction includes compensation matters and receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statement

Each Director, principal Officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the Conflicts of Interest Policy,
- b) Has read and understands the Policy
- c) Has agreed to comply with the Policy; and
- d) Understands the Organization is charitable, and to maintain its federal tax exemption, it must engage primarily in activities which accomplishes one of its tax-exempt purposes.

Article VII – 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 subject:

- 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 organization 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 VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds (2/3) majority vote on this ____ day of _____, 20____.

Executive Director or Chairperson

