

BYLAWS OF EVERGREEN RUN CLUB PDX

Adopted August 7, 2025

CONTENTS:

1. Name
2. Purpose
3. Affiliation
4. Membership
5. Dues
6. Board of Directors and Elections
7. Committees & Task Forces
8. Finances
9. Volunteer Board Service
10. Savings Clause
11. Relationship with Other Entities
12. Tax Status Requirements and Dissolution
13. Amendments
14. Indemnification

1. NAME

The name of the organization shall be "Evergreen Run Club PDX" hereafter referred to as "Evergreen Run Club" or "Evergreen Run Club PDX".

2. PURPOSE

Evergreen Run Club is organized to provide a community-based running organization that empowers all people to participate in the sport of running in pursuit of enjoyment, health, well-being and competition. In furtherance of our purpose, Evergreen Run Club hosts group runs, fun runs, training runs, running events, and programs on the road, track, and trails. Evergreen Run Club hosts education sessions about topics of interest for runners, provides awards, hosts social events, and all such other things as may be conducive to the encouragement of running. Evergreen Run Club also engages in community activities, to publicize by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in our community.

3. AFFILIATION

Evergreen Run Club shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization. This Club will submit a portion of the annual dues described below to the RRCA as membership in that body shall require.

4. MEMBERSHIP

Membership shall be open to all who are interested in the purposes of the club stated above. Anyone interested in becoming a member shall submit dues and an application for membership, according to procedures set by Evergreen Run Club's Board.

Membership in Evergreen Run Club will be on a term to be established by Evergreen Run Club's Board. The club promotes equitable opportunities to membership and participation in all associated activities and does not discriminate based on characteristics protected by local, state, or Federal law. This organization shall not discriminate on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, age, national origin, marital status, disability, veteran status, or any other status protected by applicable law, in any of its policies, programs, services, or activities.

Individuals wanting to participate in the activities of Evergreen Run Club shall submit dues annually, complete an annual application for membership, which includes agreeing to follow Evergreen Run Club's Code of Conduct, and sign a waiver of liability for participation in all Club activities.

4.1 Club Code of Conduct

- Show respect for fellow club members at all times;
- Show respect and appreciation for the volunteers who give their time to help the club and/or event(s);
- Never yell, taunt, or threaten physical violence towards other members of the club, a volunteer or event spectator. Members with a criminal history of violence or with a legal restraining order against them by another member may be barred from membership and participation in all club activities;
- Never use abusive or vulgar language, or make racial, ethnic or gender-related slurs or derogatory comments at club-hosted events;
- Never make unwanted sexual or physical contact with other members. Members found to be listed on a sex offender registry, convicted of a sex crime, or caught having, creating, or distributing child pornography will be immediately barred from membership and all participation in club activities;
- Abide by race rules and engage in fair competition, which includes anti-doping compliance, no course cutting, or other means of gaining a competitive advantage that is considered cheating when participating in club races or other races where you may represent the club by wearing a club-branded singlet, shirt, uniform, etc.
- Always report violations of the Member Code of Conduct policy to the Board in writing.

Evergreen Run Club's Board retains the right to reject membership applications based on this section within 60 days of receipt of dues, without regard to the procedures of the Termination of Membership section below.

4.2 No Voting Members

Evergreen Run Club shall have no voting members, as determined by Evergreen Run Club's Board. All decision making, including whether to appoint directors, remove a director, change the bylaws, or dissolve the nonprofit, rests with the Evergreen Run Club Board.

4.3 Termination of Membership

(a) *Causes of Termination*

A membership shall terminate on the occurrence of any of the following events:

- (i) Resignation of the member, communicated to Evergreen Run Club's Board or its designee under procedures established by Evergreen Run Club's Board;
- (ii) Expiration of the period of membership, unless the membership is renewed according to procedures established by Evergreen Run Club's Board;
- (iii) Failure to pay dues within the time period set by Evergreen Run Club's Board after they become due and payable;
- (iv) Death of the member;
- (v) Revocation of membership under procedures set by these bylaws

(b) *Revocation of Membership*

Membership may be revoked for cause, including but not limited to failure to adhere to the Code of Conduct as stated in these Bylaws. Revocation can only be conducted by a two-thirds majority of Evergreen Run Club's Board, following at least 15 days' notice to the affected member. The affected member may, within 10 days of the sending of the notice,

request a public or private hearing before Evergreen Run Club's Board at the next Board meeting. Individuals whose membership has been revoked are not eligible for reentry as Club's members for a minimum of 12 months and within 5 years of revocation may only be readmitted by a majority vote of Evergreen Run Club's Board. Revoked members' dues shall be refunded in proration to the amount of time remaining in their membership.

5. DUES

The annual dues rate for Evergreen Run Club membership will be set on an annual basis by the Board of Directors and shared annually with the membership as part of the regular join and renew process for Evergreen Run Club.

6. BOARD OF DIRECTORS AND ELECTIONS

Definitions:

- A "Director" is any member of the Evergreen Run Club Board. All Directors have equal voting rights.
- "Officers" are the President, Secretary, and Treasurer, whose duties are set by these bylaws

6.1 Annual Meeting of the Board

An annual meeting shall be held during the month of January (or such other month as may be selected by the Evergreen Run Club Board) at a time and place designated by the Board, inside or outside of the State of Oregon, including remotely by video or teleconference, so long as the designated place or video or teleconference platform is not chosen to be deliberately inconvenient to the majority of board members. At the annual meeting, the board shall elect or re-elect board members and officers, review and approve the annual budget, and evaluate club achievements from the past year.

If the annual meeting must be postponed and cannot be held at a later time on the same date and location, or if it is cancelled due to imminent danger to board members (exigent circumstances), the President of the Board may reschedule the date of the meeting and provide no less than a fourteen (14) day written notice, including email notification, announcing a new date, time, location or meeting method (in-person, tele-or video conferencing) to the board members.

6.2 Board Composition

The Evergreen Run Club Board shall consist of not fewer than 3 nor more than 7 members. The number of Directors may be altered, within the minimum and maximum, by action of the Board. At least one Officer must be a U.S. citizen and resident of the State of Oregon.

6.3 Reimbursement of Expenses

Directors shall serve without compensation for their services as members of the Board. However, the Board may authorize the reimbursement of reasonable expenses incurred by directors in connection with attendance at board meetings or other activities conducted on behalf of the organization.

No person who is a voting member of the Board shall participate in any discussion or vote any matter in which they have a financial interest, except as permitted by the organization's Conflict of Interest Policy.

6.4 Board Responsibilities

The Board is the governing authority and has total oversight over the management of Evergreen Run Club's affairs. It carries out all the mission, purposes, and objectives and duties for which Evergreen Run Club is organized. This general mandate includes, but is not limited to:

- Fiduciary, legal, and strategic oversight, and guiding the organization by adopting sound, ethical policies and monitoring Evergreen Run Club's programs and services.

- Reviewing all information provided by the Treasurer and other board members related to oversight for the organization
- Participating in all scheduled board meetings, unless excused for an absence.
- Ensuring adequate resources and financial sustainability for Evergreen Run Club, which requires fundraising support and engagement by all directors and officers.
- Serving as ambassadors for the organization.
- Hiring and setting compensation for any independent contractors, race directors, coaches, or staff
- Ensure the club continues to foster an inclusive and welcoming environment for individuals of all backgrounds

6.5 Board Members and Duties

President - to preside over meetings, represent Evergreen Run Club with the RRCA, and to appoint committees and chairpersons thereof with approval from the Board.

Secretary - to assume the powers of the President in his/her absence, and to take on special assignments as requested by the President. To record minutes at all meetings in accordance with Roberts Rules of Order, to keep a file of such minutes, oversee the election process for all board members, and, when requested by the Board, to accept assignments involving correspondence and the keeping of records.

Treasurer - Oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organizations assets, draft financial policies for board approval, anticipate and report financial problems, ensure the board receives regular and accurate financial statements and that the board members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the president.

Evergreen Run Club's President shall preside over meetings of the board. In the President's absence, the task shall fall to the Secretary, Treasurer, the President's designee, or anyone elected from among the members present at the meeting, in that order of precedence.

6.6 Term of Office

Except for the filing of a vacancy, the term of office shall be two years (24 months), beginning with or at the close of the annual membership meeting. All board member officers shall be elected at the annual meeting each year.

A vacancy in the Evergreen Run Club Board shall exist upon the death, resignation, or removal of any Officer. Vacancies may be filled at the next annual members' meeting, by special members' meeting, or by interim appointments by action of the Evergreen Run Club Board.

6.7 Appointment of Non-Officer Directors

Non-Officer Directors shall be appointed by the Evergreen Run Club Board. Non-Officer Directors may be appointed to serve either specific or general purposes and shall serve at the discretion of the Board or until the annual election of Officers, whichever is shorter. This means that the size of the Board will vary from a starting number of three (the Officers) at the beginning of each term to whatever number of Directors the Evergreen Run Club Board determines is necessary, within the limits set forth in there bylaws.

6.8 Nominations for Board of Director Elections

The Board will be accountable to membership for recruiting and recommending candidates for nomination that will represent a well-rounded, competent board of directors. The Board will review succession planning needs and term limits for board members and make recommendations to help ensure continuity of operations, leadership changes, and inclusiveness of the Board. The Board will alert members to open positions and encourage nominations no less than 30 days in advance of the elections. All nominated candidates will be included on a ballot during the election.

6.9 Nominations

The President may appoint a Nominating Committee to recommend candidate Officers for inclusion on the next ballot. The Nominating Committee or President may, if desired, nominate more than one person for each open position. In addition, any member wishing to be nominated may contact the President or the Nominating Committee (a "self-nomination"). Any Evergreen Run Club member may also recommend candidates to the President or the Nominating Committee. All self-nominations and recommended names will be added to the ballot unless the Nominating Committee or the President determines that a recommended nominee is unqualified or is otherwise unsuitable for the office, provided that no person may be placed on the ballot without that person's consent.

6.10 Election

Officers shall be elected by a majority vote of the Board of Directors at the Board's regular annual meeting or as soon thereafter as practical when positions are vacant. Each officer shall serve for a term of one year and until a successor is duly elected and qualified, or until the officer's earlier resignation or removal. Officers may serve successive terms if re-elected by the Board.

6.11 Procedural Requirements

The Evergreen Run Club Board may function by informal consensus-building. At the request of any Director, however, the procedures of Robert's Rules of Order shall apply, with the limitation that so long as good-faith efforts are made to comply with these rules, no action of the Board may be considered invalid due to errors in parliamentary procedures. Committees may establish their own procedures.

Every effort will be made to discuss any measures coming before the Board. A majority vote of the Board of Directors present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment.

6.12 Quorum of Board

A quorum for meetings of Evergreen Run Club's Board is comprised of a majority of the Directors serving immediately before the meeting begins. If a quorum is not present, the President must schedule a new meeting at the earliest reasonable date.

6.13 Removal from Office

As determined by a majority vote of the other board members, an officer or director may be removed from the Board for missing three consecutive regular board meetings without an excuse approved by the Board; engaging in illegal (unlawful) activity; convicted of crime while on the Board; egregious violations of stated Board policies that are not corrected by the Director/Officer following a written warning by the Board. In such case, the Board member may be removed by a majority vote of the Board.

6.14 Board Actions Without Meeting

At its discretion, the Board may take actions without meeting, via email or other electronic communications. The email or electronic communications that form the basis for these actions need not be made public to the membership, but the action shall be described at the next meeting of the Board and included in the minutes. If more than one Director objects to the action at the time it is taken, it must, if possible, be reconsidered at the earliest possible meeting.

7. COMMITTEES & TASK FORCES

The Board of Directors has the authority to create committees and task forces, appoint members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of Evergreen Run Club. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all

members of a committee or task force. All committee and task force members serve for one year or a term as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties regarding the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

8. FINANCES

The Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. The Board may authorize the President and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of Evergreen Run Club with approval of the Board majority.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of Evergreen Run Club are signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board. All monies for Evergreen Run Club are deposited to the credit of Evergreen Run Club in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.

No Club funds may be deposited in the personal account of a member of the Board. The Treasurer reviews the status of the general fund at least quarterly. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the president and the treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the board.

9. VOLUNTEER BOARD SERVICE

The members of the Board of Directors shall serve without salary, and no part of the net income of Evergreen Run Club shall inure to the benefit of its directors, officers, or other private persons; provided, however, that Evergreen Run Club may make payments and distributions to third parties including payments to defray the reasonable operating expenses of Evergreen Run Club. The Board may authorize for reimbursement, in accordance with Evergreen Run Club's policies on reimbursements, the reasonable expenses incurred by members of the Board in the performance of their duties.

9.1 Conflicts of Interest

All present or former directors, officers, employees, or volunteers shall comply with the Conflict of Interest Policy for Evergreen Run Club PDX (attached).

9.2 Loans

No loans shall be made by Evergreen Run Club to the members of the Board or its employees.

10. SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

11. RELATIONSHIP WITH OTHER ENTITIES

Evergreen Run Club is a separate legal entity from Evergreen Running L.L.C., an Idaho limited liability company, and is in no way affiliated with that entity. Evergreen Run Club is also a separate entity from Evergreen Trail Runs, which hosts trail races in Washington state, and is in no way affiliated with that entity.

12. TAX STATUS AND DISSOLUTION

No part of the net earnings of Evergreen Run Club inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that Evergreen Run Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of Evergreen Run Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. Evergreen Run Club may not participate in nor intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Regardless of any other provision of these articles, Evergreen Run Club may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of Evergreen Run Club, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or another 501(c)(3) nonprofit organization with a similar purpose to Evergreen Run Club's and with approval from the RRCA following the dissolution requirements for the state in which the club operates in.

13. AMENDMENTS TO THESE BYLAWS

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted by a majority vote of the directors then in office at any regular or special meeting of the Board of Directors, provided that at least two days' (48 hours) written notice is given to each director of the intention to amend the Bylaws at such meeting. Board actions, including bylaw amendments, may be taken by unanimous consent as permitted under ORS 65.341, as long as 48 hours' written notice is provided. The notice shall include either the text of the proposed amendment or a summary of its purpose and effect.

14. INDEMNIFICATION

Evergreen Run Club shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by Oregon law, as provided in ORS 65.387 to 65.414, against any liability and expenses incurred in connection with their service to the organization, provided such person acted in good faith and in a manner reasonably believed to be in the best interests of Evergreen Run Club. Evergreen Run Club may advance expenses as permitted by law. The board may adopt additional policies to implement this section.

[SIGNATURE PAGE FOLLOWS]

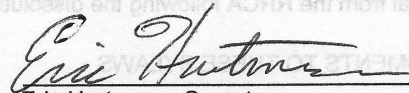
**Secretary's Certification
Evergreen Run Club PDX
Certification of Bylaws**

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Evergreen Run Club PDX, an Oregon nonprofit corporation; and

That the attached Bylaws, consisting of 8 pages, are a true, correct, and complete copy of the Bylaws of the corporation as adopted by the Board of Directors on August 7, 2025, and that said Bylaws are in full force and effect as of the date below, and have not been amended or repealed.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of August, 2025.



Eric Hartmann, Secretary
Evergreen Run Club PDX

CONFLICT OF INTEREST POLICY FOR EVERGREEN RUN CLUB PDX

ARTICLE I. PURPOSE, SCOPE, AND APPLICATION

1. The purpose of this Conflict of Interest Policy (the “**Policy**”) is to protect the interests of Evergreen Run Club PDX (the “**Non-Profit**”) when it is contemplating entering into a transaction or arrangement that might benefit or appear to benefit the private interest of any present or former director, officer, employee, or volunteer of the Non-Profit, indirectly benefit a Related Party, or result in a possible Excess Benefit Transaction. The Non-Profit is organized to serve the public interest, and each director, officer, employee, and volunteer must act and use good judgment to maintain and further the public’s trust and confidence in the Non-Profit.

2. This Policy establishes guidelines, procedures, and requirements for:

(a) Identifying a Conflict of Interest and situations that may result in an actual, potential, or perceived Conflict of Interest; and

(b) Appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

3. This Policy applies to all directors, officers, employees, and volunteers of the Non-Profit. All directors, officers, employees, and volunteers must familiarize themselves with and adhere to the principles and rules set out in this Policy.

4. This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

5. Any questions about this Policy should be referred to the Non-Profit’s board of directors, who are in charge of administering, enforcing, and updating this Policy.

ARTICLE II. DEFINITIONS

1. “**Conflict of Interest**” means situations where, in the judgment of the Non-Profit’s board of directors:

(a) The outside interests or activities (such as Covered Interests) of a director, officer, employee, or volunteer interfere or compete with the Non-Profit’s interests.

(b) The stake of a director, officer, employee, or volunteer in a transaction or arrangement is such that it reduces the likelihood that such person’s influence can be exercised impartially in the best interests of the Non-Profit.

(c) A director, officer, employee, or volunteer has divided loyalties.

(d) An Excess Benefit Transaction would occur.

2. **“Covered Interest”** means when any director, officer, employee, or volunteer has directly, or indirectly through a Related Party:

(a) An ownership or investment interest in any entity with which the Non-Profit has a transaction or arrangement.

(b) A compensation arrangement with the Non-Profit or with any entity or individual with which the Non-Profit has a transaction or arrangement.

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Non-Profit is negotiating a transaction or arrangement.

(d) A legal commitment or financial interest, including by virtue of a board appointment, employment position, or volunteer arrangement, to act in the interests of another entity or individual.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Covered Interest is not necessarily a Conflict of Interest. Under Article III.2 of this Policy, a person who has a Covered Interest may have a Conflict of Interest only if the board decides that a Conflict of Interest exists.

3. **“Excess Benefit Transaction”** means any transaction in which an economic benefit is provided by the Non-Profit, directly or indirectly, to or for the use of a disqualified person and the value of the economic benefit provided by the Non-Profit exceeds the value of the consideration (including the performance of services) received by the Non-Profit. A “disqualified person” is any person who was in a position to exercise substantial influence over the affairs of the non-profit at any time during a five-year lookback period, ending on the date of the transaction, and includes but is not limited to the Non-Profit’s directors, officers, and Related Parties, as defined herein.

4. **“Interested Person”** means any director, officer, employee, or volunteer who has a direct or indirect Covered Interest.

5. **“Related Party”** means any one of the following persons or entities:

(a) Any director, officer, employee, or volunteer of the Non-Profit or its affiliates.

(b) Any Relative of any individual described in subsection 5(a) above.

(c) Any entity or trust of which any individual described in subsection 5(a) or 5(b) above serves as a director, trustee, officer, employee, or volunteer.

(d) Any entity or trust in which any individual described in subsection 5(a) or 5(b) above has a thirty-five percent (35%) or greater ownership or beneficial interest.

(e) Any partnership or professional corporation in which any individual described in subsection 5(a) or 5(b) above has a direct or indirect ownership interest in excess of five percent (5%).

(f) Any other entity or trust in which any individual described in subsection 5(a) or 5(b) above has a material financial interest.

6. “**Relative**” means any one of the following persons:

(a) The spouse or domestic partner of an Interested Person.

(b) The ancestors of an Interested Person.

(c) The siblings or half-siblings, children (whether natural or adopted), grandchildren, and great-grandchildren of an Interested Person.

(d) The spouse or domestic partner of any person described in subsection 6(c) above.

ARTICLE III. PROCEDURES

1. Duty to Disclose. An Interested Person must disclose the existence of any actual, potential, or perceived Conflict of Interest as soon as such Interested Person identifies that there may be a Conflict of Interest, and before the Non-Profit enters into the proposed transaction or arrangement that gives rise to the Conflict of Interest.

(a) The disclosure shall be made to:

(i) the board of directors if the Interested Person is a director or officer; or

(ii) the Interested Person’s manager if the Interested Person is an employee or volunteer, who shall in turn inform the board of directors of the disclosed Conflict of Interest.

(b) The Interested Person shall be given the opportunity to disclose all material facts to the board of directors concerning the proposed transaction or arrangement, including the circumstances giving rise to the Conflict of Interest.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the actual, potential, or perceived Conflict of Interest, the board shall determine whether a Conflict of Interest exists by following the procedures described in this Section 2:

(a) The Interested Person shall disclose all material facts relating to the potential Conflict of Interest to the board.

(b) After any discussion between the board and the Interested Person, the Interested Person shall leave the board meeting while the determination of a Conflict of Interest is discussed and voted upon.

(c) The board members, other than the conflicted Interested Person(s), shall decide if a Conflict of Interest exists. If the remaining board determines by majority vote that no conflict exists, no further review of the transaction by the board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in Article IV below.

(d) The determination that a Conflict of Interest exists shall not preclude the board (other than the conflicted Interested Person(s)) from approving the matter, but such determination shall require the board to follow the procedures outlined in Article III.3 below.

3. Procedures for Addressing the Conflict of Interest. To address a Conflict of Interest, the board shall follow the procedures described in this Section 3:

(a) An Interested Person may make a presentation at the board meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the Conflict of Interest.

(b) The Interested Person shall not attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the Conflict of Interest.

(c) The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate market information and alternatives to the proposed transaction or arrangement, including obtaining comparability data when determining compensation.

(d) After exercising due diligence, the board shall determine whether the Non-Profit 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.

(e) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is: (i) in the Non-Profit's best interests; (ii) for its own benefit; and (iii) fair and reasonable.

(f) In conformity with the above determinations, the board shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy.

(a) If the board has reasonable cause to believe an Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall inform the

Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Interested Person's response and after making further investigations as warranted by the circumstances, the board determines the Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall take appropriate disciplinary and corrective action, up to and including termination of employment or volunteering, or removal from the board.

(c) Each director, officer, employee, and volunteer is responsible for reporting to their manager or to the board any suspected failure to disclose by any Interested Person, regardless of position.

(d) Conduct that violates this Policy is always considered outside the scope of employment of any employee acting on behalf of the Non-Profit.

5. Confidentiality.

(a) The Non-Profit shall maintain the confidentiality of any disclosures made in connection with this Policy and limit access to the information.

(b) Each director, officer, employee, and volunteer shall exercise care not to use, publish, or disclose confidential information acquired in connection with disclosures of actual, potential, or perceived Conflicts of Interest during or subsequent to their employment, participation as a volunteer, or participation on the board of directors.

ARTICLE IV. RECORDS OF PROCEEDINGS

1. The minutes of the meeting(s) of the board shall contain:

(a) (i) The names of the persons who disclosed or otherwise were found to have an actual, potential, or perceived Conflict of Interest; (ii) the nature of the disclosed interest; (iii) any action taken to determine whether a Conflict of Interest was present; and (iv) whether the Interested Person was present during the determination.

(b) (i) The names of the persons who were present for discussions by the board of the proposed transaction or arrangement; (ii) the votes relating to the transaction or arrangement; (iii) the content of the discussions, including any alternatives to the proposed transaction or arrangement; and (iv) a record of any votes taken in connection with the proceedings.

2. The board minutes shall be approved as reasonable, accurate, and complete before the later of:

(a) The next board meeting.

(b) Sixty (60) days after the final actions of the board are taken.

ARTICLE V. COMPENSATION

1. A voting member of the board who receives compensation, directly or indirectly, from the Non-Profit for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Non-Profit for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Non-Profit, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI. ANNUAL STATEMENTS AND DISCLOSURES

1. Each director, officer, employee, and volunteer shall annually disclose all Conflicts of Interest and previously unreported Conflicts of Interest in writing on the Non-Profit's disclosure form in accordance with this Policy and sign a statement that affirms that such person:
 - (a) Has received a copy of this Policy;
 - (b) Has read and understands this Policy;
 - (c) Has agreed to comply with this Policy;
 - (d) Has no Conflict of Interest to report or is reporting current and any previously unreported Conflicts of Interest; and
 - (e) Understands that the Non-Profit is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE VII. PERIODIC REVIEWS

1. To ensure the Non-Profit operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its reputation or tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - (a) Whether compensation arrangements and benefits are: (i) reasonable; (ii) based on competent survey information; and (iii) the result of arm's length bargaining; and
 - (b) Whether partnerships, joint ventures, and arrangements with management organizations: (i) conform to the Non-Profit's written policies; (ii) are properly recorded;

(iii) reflect reasonable investment or payments for goods and services; (iv) further charitable purposes; and (v) do not result in inurement, impermissible private benefit, or an Excess Benefit Transaction.

2. The Non-Profit expressly reserves the right to change, modify, or delete the provisions of this Policy without notice.

ARTICLE VIII. USE OF OUTSIDE EXPERTS

When conducting a Conflict of Interest determination as provided for in Article III or a periodic review as provided for in Article VII, the Non-Profit may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its fiduciary duties or responsibilities when considering a transaction or arrangement with an Interested Person or Related Party, or for ensuring periodic reviews are conducted.