

BYLAWS
OF
THE EHS BOYS BASKETBALL BOOSTER CLUB

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BYLAWS
OF
THE EHS BOYS BASKETBALL
BOOSTER CLUB ["BYLAWS"]

ARTICLE 1: NAME

The name of this organization shall be THE EHS BOYS BASKETBALL BOOSTER CLUB (hereinafter referred to as the "Booster Club").

ARTICLE II: MISSION STATEMENT

The Booster Club shall promote and extend support for the activities, image, visibility and viability of: (a) the various Basketball Programs (defined below) affiliated with Evergreen High School ("EHS"); and (b) the players and coaching staffs of such Program.

ARTICLE III: DESCRIPTION OF BASEBALL PROGRAMS

The Booster Club exists in a cooperative effort with its members and coaches to promote, maintain and support the following EHS basketball program:

- a. The regular season Varsity, JV and Level III boys basketball programs at EHS;
- b. Summer basketball programs affiliated with the EHS basketball program (such as, but not limited to, summer team camps, summer basketball leagues, and summer tournaments)

ARTICLE IV: MEMBERSHIP

Section 1. Membership in the Booster Club is automatic for every parent or guardian having one or more players involved in the Basketball Programs (the "General Membership") and who is in "Good Standing". Good Standing shall mean that such Member (as defined below) has paid all fees then due and owing.

Section 2. Each family unit who has one or more players involved in the Basketball Programs (a "Member") shall be entitled to one vote on all issues before the General Membership, including election of members of the Board (defined below). Basketball players are not considered voting members of the Booster Club.

ARTICLE V: BASIC POLICIES

The following are basic policies of the Booster Club:

Section 1. The Booster Club shall adhere to the rules and policies set by Jefferson County (Colorado) School District (the "District"), the Jefferson County (Colorado) Board of Education as well as the Colorado High School Athletics Association ("CHSAA") (collectively, the "Rules") relating to Booster Clubs and the Basketball Programs. In the event of a conflict between these Bylaws and the Rules, the Rules shall govern.

Section 2. In addition to these Bylaws, the Booster Club shall function in accordance with the Code of Conduct adopted by the Jefferson County (Colorado) Board of Education, as well as any written policies adopted by EHS relating to the Basketball Programs.

Section 3. Should the Booster Club cease to exist, all records and funds, if any, after paying or adequately providing for the debts and obligations of the Booster Club, shall promptly be turned over to the Athletic Director of EHS.

Section 4. The Booster Club may adopt additional policies from time to time either by a vote of the General Membership or by action of the Board ("Additional Policies"). Such Additional Policies shall be kept by the Secretary for review by the General Membership, upon request.

ARTICLE VI: SPECIFIC FUNCTIONS

The following is a description of the various specific functions of the Booster Club:

- A. **Regular Season High School Basketball.** All aspects of Regular Season High School Basketball (the "Regular Season Program") are administered under the authority of EHS and the Jefferson County School District. Coaching staff decisions are reserved to the administration (i.e. the EHS Athletic Director) of EHS and as delegated by the EHS administration to its Head Coach. The Booster Club offers general support for the Regular Season Program through fundraising activities as well as the planning, coordination and underwriting of the expenses of other program activities and events. The decision as to how many teams are organized for play in the Spring Program (i.e. Varsity, JV, Level III) is reserved to the EHS Athletic Director and the Regular Season Program coaching staff.
- B. **Summer Basketball.** The Booster Club offers general support for the Summer Basketball Program through fundraising activities as well as planning, coordination and underwriting of summer camps, summer league play and tournaments and other program activities and events. The decision as to how many teams are organized for play in the Summer Program (i.e. Varsity, JV, Level III) is reserved to the Summer Program coaching staff.
- C. **Basketball Banquet.** The Basketball Banquet is held each year after the conclusion of the regular season. The Board and parents of the Senior class players are primarily responsible for the planning and coordination of the Banquet. The cost of the Banquet is an expense of the Booster Club (but a per player participation fee may be assessed at the discretion of the Board).
- D. **Concession Stand Operations.** The Booster Club has primary responsibility for the operation of the concession stand at Program home games. All profits from concessions will go into the Booster Club general operating accounts.

- E. **Fund Raising.** The Booster Club also engages in various fundraising activities for the benefit of the Basketball Program. These include revenue generated from activities included but not limited to the Adopt A Cougar program, concessions, half time shot, and gifts from the community.
- F. **Website.** The Booster Club shall, to the extent feasible, maintain website consistent with the Mission Statement and to facilitate communication and promotion of the Baseball Programs.
- G. **Other.** The Booster Club shall conduct such other activities and functions as may be approved by the Board to further the interests of the Basketball Programs.

ARTICLE VII. GENERAL MEETINGS.

Section 1. The General Membership of the Booster Club shall meet at least one time per calendar year, during the annual pre season parent meeting, or as otherwise determined by the Board and communicated to the Members.

Section 2. The agenda items at the General Membership meetings shall include, among other topics, a financial report on the prior year's finances, as well as budgeting expectations for the current year.

Section 3. Scheduled meetings of the Booster Club will be announced, published, and made available to the General Membership. Notice of meetings shall be deemed effectively announced and published when posted on the Booster Club website and/or sent by e-mail transmission.

Section 4. General membership meetings will be held at EHS or such other location as may be designated by the Board.

Section 5. The Board may call special meetings of the General Membership, varying from the published schedule. A minimum of seven (7) days notice must be given to the General Membership for special meetings.

Section 6. The Board President and Secretary shall count votes on all matters voted upon at such meetings, subject to review by the Board, at its discretion.

Section 7. A quorum for the transaction of business in any meeting of the General Membership shall consist of the Members in Good Standing present (and thus a minimum percentage of the General Membership shall not be required).

Section 8. Any Member in Good Standing may present, and/or call for a vote on any item of Booster Club business.

Section 9. Any and all votes of the General Membership taken shall be decided by a simple majority of those Members in Good Standing in attendance or responding by email (if a specific vote is solicited by email by the Board) unless otherwise specified herein. Matters which require consent of the General Membership which do not constitute Major Decisions or Top Tier Major Decisions may be voted upon by email.

Section 10. The following matters shall constitute the “Major Decisions” and shall require the approval of a majority of the Members in Good Standing in attendance at a regular or specially called meeting of the General Membership.

- a. Election of the Board.

Section 11. Notwithstanding the foregoing, the following matters shall constitute “Top Tier Major Decisions” and shall require the approval of two-thirds (2/3) of the Members in Good Standing in attendance at a regular or specially called meeting of the General Membership:

- a. Amendment of the Bylaws.
- b. Removal of a member of the Board (except as permitted otherwise in these Bylaws).
- c. Reversal of a decision of the Board.

ARTICLE VIII: EXECUTIVE BOARD (“Board”)

Section 1. The Board shall consist of at least five (5) but not more than nine (9) Members who, in order to serve, must be in Good Standing.

Section 2. In addition to the Board Members set forth in Section 1 immediately above, to the extent feasible, two (2) individuals from the Evergreen community may also be elected to the Board (which shall be voting positions).

Section 3. To the extent possible, the Board shall attempt to have representation from each grade class, as follows:

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|---------------|------------|-------------------------------------|
| Freshman – 1 | Junior – 1 | At Large – 1 (from any grade class) |
| Sophomore – 1 | Senior – 1 | |

All class designations shall be those of the next school year (thus, all shall be “incoming” class designations).

Section 4. Board member terms shall be for a period of one (1) year (commencing on or about April 1 and ending on or about March 31 of the following year). Freshman representatives may begin on or about July 1 instead of April 1.

Section 5. Potential Board members shall be presented to the General Membership annually from a list of Members in Good Standing compiled by a Board Nominating Committee. The Board Nominating Committee shall consist of three (3) persons selected by the Board, at least one (1) of which shall not be Board members but shall be part of the General Membership. The consent of each proposed Board member shall have been obtained before his/her name is placed in nomination.

Section 6. Board members shall be elected by a simple majority of those Members in Good Standing in attendance at the General Membership meeting to be held preferably in March or April of each year. Proposed Board members shall be voted on individually (and not as a “slate” of candidates) by the Members in Good Standing (as a “Major Decision”) by written ballot.

Section 7. Any mid-term vacancy on the Board shall be filled by a majority vote of the remaining members of the Board. In case of a tie vote, the President shall cast the deciding vote.

Section 8. The President may, during a transition period or if other urgent and significant circumstances necessitate, dispense with a full Board, and operate with an Executive Committee, consisting of the President, and a minimum of two (2) appointed Board members for a period of no longer than three (3) months in order to conduct Booster Club business. In this circumstance, the President shall conduct any and all Booster Club business according to these Bylaws with the oversight and consent of the appointed board members.

Section 10. In case the President vacates his/her position (for any reason), the Board (by majority vote) shall designate an Acting President as soon as practicable. In the interim, the Vice President shall assume the duties of President until an Acting President is elected.

Section 11. Any Member in Good Standing may, upon email or written notice to all of the General Membership, call for and conduct, without the authorization of the Board, a Special Purpose General Membership meeting, for the purpose of removing any or all Board Members subject to the requirements of Article VII, Section 11. At least fourteen (14) days advance notice must be given to the General Membership and the Board of such Special Purpose General Membership Meeting.

Section 12. A Board member may also be removed upon a majority vote of the Board for failure to attend three (3) consecutive Board meetings. As required in Article VII Section 1, the seat of such Board member removed pursuant to this Section 12, shall be filled by a person of the same grade class, by majority vote of the remaining members of the Board.

Section 13. Varsity, JV and Level III team coaches for the Program shall have the right to attend all Board meetings but shall not have a right to vote on any matters considered by the Board. No coach shall serve as a Board Member (even if such coach is part of the General Membership).

However, under prior specific approval from the Board, a Board member may serve in an unpaid capacity as interim coach or assistant to the coach where deemed complementary to the Program and still comply with these bylaws.

Section 14. The Board shall meet at least twice per year but may meet on a more frequent basis at the call of any Board member. A minimum of seven (7) days notice must be given to the Board Members before each meeting.

Section 15. The Board, without the prior approval of the General Membership, shall have the authority to undertake, and delegate to the appointed officers of the Booster Club, the day-to-day operations of the Booster Club and to make decisions on all matters which do not constitute one of the Major Decisions or Top Tier Major Decisions. The Board shall also have the authority to make recommendations to the General Membership for the Major Decisions as well as the Top Tier Major Decisions.

Section 16. The Board shall have the power to act in the best interest of the Booster Club, and in accordance with these Bylaws, in emergencies and in all matters requiring immediate attention.

Section 17. The past President shall serve as a non-voting advisor to the Board (even if such person is not part of the general Membership) and shall have the right to attend all meetings of the Board and General Membership.

Section 18. Notwithstanding any provision in these Bylaws to the contrary, all meetings of the Board are open to every Member in Good Standing. Provided, however, the Board may meet in "executive session" (and thus exclude a non-Board Member) in appropriate circumstances, as determined by a majority of the Board.

Section 19. Unless otherwise specified in these Bylaws, any decision or act of the Board shall be by majority vote of those Board members in attendance at a meeting during which a quorum is present. A quorum of the Board shall be at least four (4) Board members present at a meeting.

ARTICLE IX: OFFICERS AND THEIR ELECTION

Section 1. The officers of the Booster Club (“Officers”) shall be:

- President
- Vice-President
- Secretary
- Treasurer
- Communications Coordinator

Section 2. With the exception of the Treasurer, all Officers must be then current Board members. The duties of the Officers are set out in Article X.

Section 3. Officers shall be selected by the Board.

Section 4. The vote for Officers shall be conducted by ballot. When there is but one candidate for an office, the ballot for that office may be dispensed and an election be held by voice vote.

Section 5. A simple majority vote of the Board present shall be required for the election of Officers.

Section 6. Officers shall serve for a term of one (1) year (commencing April 1 and ending March 31 of the following year), unless an officer resigns or is earlier removed by the Board by a majority vote.

Section 7. A vacancy occurring in any office other than President shall be filled for the unexpired term by a person selected by the President and approved by a majority vote of the remaining members of the Board.

Section 8. Should a vacancy occur in the office of the President, the Vice-President shall fill the vacancy for the remainder of the unexpired term, subject to the provisions of Article VIII, Section 10.

ARTICLE X: DUTIES OF OFFICERS

Section 1. The President shall:

- a. Have general supervision over the business affairs of the Booster Club;
- b. Preside at all meetings of the Booster Club and the Board;
- c. Take primary responsibility for establishing the agenda for all General Membership and Board meetings;
- d. Represent the Booster Club in cooperation with the Board;
- e. Unless otherwise agreed to by the President and the Treasurer, be a designated signatory for disbursement of funds (subject to the provisions of Article XIII below); and
- f. Serve as chairperson of the Board Nominating Committee.

Section 2. The Vice-President shall:

- a. Perform the duties of the President in the President's absence or at the request of the President;
- b. Lend assistance and act as aide to the President as needed;
- c. Unless otherwise agreed to by the President and the Treasurer, be a designated signatory for disbursement of funds (in strict accordance with Article XIII below);
- d. Not serve as a member of the Audit Committee; and
- e. Assume other duties as delegated by the President or Board.

Section 3. The Secretary shall:

- a. Record the minutes at all Board meetings and Booster Club meetings or if unable assign a designee;
- b. Furnish copies of current minutes to Board members at each Board meeting;
- c. Post or designate someone to post copies of current minutes on the Booster club website;
- d. Keep an up-to-date signed and dated copy of the Bylaws;
- e. Deliver an updated copy of the Bylaws to the Booster Club's CPA and attorney; and
- f. Assume other duties as delegated by the President or Board.

Section 4. The Treasurer shall:

- a. Have custody of, and fiduciary responsibility for, all accounts of the Booster Club;
- b. Be a designated signatory for disbursement of funds (subject to the provisions of Article XIII below);
- c. Present the Annual Budget to the General Membership once the Board has created same;
- d. Collect and keep account of all monies of the Booster Club and deposit same in a banking institution approved by the Board;
- e. Disperse funds only as authorized from the Annual Budget, as may be permitted by these Bylaws or the Board;
- f. Maintain books and records relating to all financial and accounting matters of the Booster Club;
- g. Present a treasurer's report in detail reasonably acceptable to the Board at the annual meeting of the General Membership;
- h. Present a budget report to the Board on a regular basis in order to keep the Board up to date with the current budget expenditures;
- i. Maintain records of all individual player financial funds raised through Booster Club fundraising activities;
- j. Prepare the financial books for an audit of the prior fiscal year by the Audit Committee by January 31 of each year, or as requested;
- k. Not serve as a member of the Audit Committee;
- l. Prepare and work with accounting professionals to file required tax documents; and
- m. Have books ready to turn over to incoming Treasurer on or about March 1, of the next year (provided, however, the Treasurer may continue to serve in such capacity, if approved pursuant to Article IX, Section 6, above).

The Communications Director Shall

- a. Manage the team website
- b. Arrange for the drafting and delivery of periodic communications to the team and parents as deemed necessary. Communications can be in the form of email, text messages, or any other form as deemed adequate by the Communications Director.

ARTICLE XI: FEES

Section 1. A review of the player fees structure will be made each year by the Board based on the current year's Annual Budget and projected future Annual Budget needs. Player fee assessments approved by the Board will become effective in advance of each of the Regular and Summer seasons and in general accordance with the following target dates:

- a. Regular Season: November 1st
- b. Summer Season: June 1st

Section 2. Final approval of changes to the various season player fee assessments requires a simple majority vote of the Board.

Section 3. Player fees will be used to fund the Booster Club general operating expenses (and other Basketball Program activities and expenses).

Section 4. Each player will be required to pay fees for the Regular or Summer seasons based on the payment structure as set by the Board. Partial player fees will not be permitted except as part of an alternate arrangement approved pursuant to 'Section 6', below.

Section 5. Player fees will only be refunded on a case-by-case basis, by a majority vote of the Board.

Section 6. The Board may, on a case-by-case (financial "needs") basis provide scholarships, work-in-kind or time deferred payment structures for player fee obligations. Such decisions must be approved by a majority vote of the Board.

ARTICLE XII: FUNDRAISING

Section 1. Fundraisers may be held throughout the year in order to raise monies over and above the player fee assessments for the Basketball Programs.

Section 2. Examples of fundraisers (but not intended to represent an exclusive or mandatory list) are:

- B. General Fundraising. These fundraisers will be held several times per year for the purpose of raising general funds for the Programs. The funds raised will be directed to the general Booster Club account and allocated for the general operating activities of the Booster Club as determined by, and in accordance with, the Booster Club Annual Budget.

Examples of this type of fundraiser are:

Adopt A Cougar
Half Time Shot

- C. Team/Individual Family Fundraising. These activities may be held throughout the year for the purpose of raising funds for individual player accounts. These are fundraisers where players/families can sell individual items or participate in certain events. The funds raised will be credited to individual player accounts.

Section 3. All fundraising done by groups associated with the Basketball Programs must be presented to the Board for prior approval.

ARTICLE XIII: FINANCES

Section 1. The Booster Club shall function under a balanced budget. The Board (or a committee appointed by the Board) shall work with the Treasurer to develop an annual budget for each upcoming fiscal year of the Booster Club (the "Annual Budget").

Section 2. The Varsity Head Basketball Coach (Regular Season) shall present budget recommendations to the Board (or a Budget Committee appointed by the Board) no later than 30 days' prior to the start of each season for the Programs for the upcoming seasons, based on anticipated expenses and the number of players expected to participate in each of the Regular Season and Summer Programs. The Board shall modify the Annual Budget as necessary to prepare a balanced budget proposal.

Section 3. The Annual Budget will be presented to the General Membership for review and comment at the annual meeting. After such review and comment, the Board shall make any necessary or appropriate changes and approve the Annual Budget.

Section 4. The Board may approve requested budget adjustments to the Annual Budget, provided same are approved by the Board in advance of expenditures of funds.

Section 5. All monies payable to a school employee (full time or contracted as full or part-time) for instruction compensation must be administered in accordance with the Rules.

Section 6. Appropriate tax payments and reports will be filed yearly or on a more frequent basis as required by applicable law.

Section 7. An Audit Committee, appointed by majority vote of the Board, upon request by the Board or any Member, shall review the books and records of the Booster Club within 45 days of the close of each fiscal year.

ARTICLE XIV: SPECIAL COMMITTEES

Section 1. The Board, by majority vote, may establish special committees (a “Special Committee”) as necessary or appropriate, based on the current year projects and needs. Each Special Committee shall have a chair person and operate by majority vote. The number of Committee members and the selection of such members shall be by procedures adopted by a majority vote of the Board.

Section 2. Each Special Committee shall remain functional for the period of time deemed necessary by the Board to complete the task required. The decision to discontinue any committee shall be made by the Board.

Section 3. No Board Member or Member shall serve on more than two (2) committees at any one time.

Section 4. The following are standing committees which shall function from year to year.

- Board Nominating Committee
- Audit Committee
- Such other committees as the Board may designate

ARTICLE XV: FISCAL YEAR

The fiscal year of the Booster Club shall begin on January 1 and end on December 31.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert’s Rules of Order Revised* shall govern the conduct of all meetings of the General Membership and the Board.

ARTICLE XVII: AMENDMENTS

Section 1. These Bylaws may be amended, pursuant to Article VII, Section 11, at any General Membership meeting as a Top Tier Major Decision, provided that at least ten (10) days prior written notice (by e-mail or other written notice) of the proposed amendment has been given.

Section 2. A committee, selected by the Board, consisting of a least three (3) Board members (one of whom shall be the President) shall be formed every two (2) years for the purpose of reviewing the current Bylaws and making recommendations for revisions as needed.

ARTICLE XVIII: INDEMNIFICATION

The Booster Club shall operate in accordance with the indemnification provisions set out in the Booster Clubs' Articles of Incorporation.

ARTICLE XIX: CONFLICTS OF INTEREST POLICY

The Booster Club, including the Board, shall operate in accordance with the Conflicts of Interest Policy attached hereto as Appendix-1.

APPENDIX – 1

CONFLICTS OF INTEREST POLICY

Section 1. The purpose of this Conflicts of Interest Policy is to protect the Booster Club’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Member or Board member of the Booster Club or might result in a possible excess benefit transaction. The Conflicts of Interest Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. Interested Person. Any Officer or member of the Board or member of a committee created by the Board who has a direct or indirect Financial Interest, as defined below, is an “Interested Person”.
- b. Financial Interest. A person has a “Financial Interest” if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Booster Club has a transaction or arrangement;
 - ii. A compensation arrangement with the Booster Club or with any entity or individual with which the Booster Club has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Booster Club is negotiating a transaction or arrangement.

For purposes of this Section 2, compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Permitted Conduct.

A Financial Interest is not necessarily a conflict of interest. Under Section 4.b., below, a person who has a Financial Interest may have a conflict of interest only if the Board or a committee thereof decides that a conflict of interest exists.

Section 4. Procedures.

- a. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board and committees thereof considering the proposed transaction or arrangement.
- b. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Persons, the Interested Person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board or committee thereof shall decide if a conflict of interest exists.

- c. The decision of the Board as to whether a conflict of interest exists shall include what consequences shall follow from such determination, including the prohibition of such Interested Person's participation in the events or transactions under consideration, if so warranted in the discretion of the Board.

Section 5. Minutes. The minutes of the Board and all committees thereof shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, the Board or committee's decision as to whether a conflict of interest in fact existed, and any action taken as a result of any actual or potential conflict of interest.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6. Compensation.

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Booster Club for services is precluded from voting on matters pertaining to such Board member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Booster Club for services is precluded from voting on matters pertaining to such committee member's compensation.
- c. No voting member of the Board or any committee thereof whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Booster Club, either individually or collectively, is prohibited from providing information to the Board or any committee thereof regarding compensation.

Section 7. Signed Statements. At the request of any Member, each Officer and member of the Board or a committee thereof shall annually sign and deliver to the Secretary a statement which affirms such person:

- a. Has received a copy of the Conflicts of Interest Policy;
- b. Has read and understands the Conflicts of Interest Policy; and
- c. Has agreed to comply with the Conflicts of Interest Policy.

Section 8. Revisions. Periodic reviews of this Conflicts of Interest Policy shall be conducted by the Board and/or outside advisors, whose services are secured by the Board and any proposed amendments or modifications to same shall be presented to the General Membership at a regular or specially called meeting, for an approval vote (by simple majority of those Members in good standing, present at such meeting).

