

**POLICIES AND PROCEDURES for
FRIENDSHIP FORCE OF SACRAMENTO Inc.**

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FRIENDSHIP FORCE OF SACRAMENTO Inc.**

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Abbreviations used in this document:

AC: Ambassador Coordinator - a coordinator of the Ambassadors for an outbound journey
FFI: Friendship Force International
HC: Host Coordinator - a coordinator of the hosts for an inbound journey.
JC: Journey Coordinator - a coordinator of either inbound or outbound journeys. JC includes both AC and HC.

**POLICIES AND PROCEDURES for
FRIENDSHIP FORCE OF SACRAMENTO Inc.**

The following Policies and Procedures are supplemental to and subsidiary to the BYLAWS of FRIENDSHIP FORCE OF SACRAMENTO INC (hereinafter referred to as Bylaws), as per Article IV, Section 3 (Duties of the Board).

SECTION I
General Board Policies

1. As per Bylaws Article VIII Section 7, each year the Corporation shall send at least one representative, preferably the current or incoming President, to the Friendship Force International (FFI) Conference and/or the Western Regional Conference. Whenever possible, as determined by the Board, the Corporate treasury will assume the cost of all Conference fees, all activities sponsored by FFI, hotel room when home hosting is not

available, meals while at the Conference that are not included in the fees, and travel to and from the Conference.

2. Maximize the use of email and the use of the website for Corporation business.

SECTION II

Dues

1. Annual dues shall be forty dollars (\$40.00) for an individual membership and seventy five dollars (\$75.00) for a family membership.
2. These dues include the annual fees paid to FFI.
3. Membership is for one year from the time dues are paid.
4. Charter members are exempt from paying dues for lifetime.

SECTION III

Board of Directors

Additional duties and responsibilities – refer to the Bylaws

1. Confirms the Chairs of the Standing Committees.
2. Approves/Authorizes the Corporation's funds and withdrawals/expenditures of funds in excess of \$400.00.
3. Prepares and approves a budget for the year.
4. Selects Journey Coordinators and assists in the planning and promotion of journeys.
5. Sets the dates for elections meeting and annual meeting. Refer to Bylaws, Article VIII
6. Names an individual or committee to conduct an internal financial review of Corporate accounts whenever there is a new Treasurer or Journey Treasurer, or as the Board of Directors deems prudent.

SECTION IV

Officers

PRESIDENT:

1. Prepares agendas and presides at all meetings of the club and the Board of Directors (or may delegate these duties if not able to attend).
2. Serves as liaison with FFI and with other international organizations.
3. Serves as official spokesperson for the club.
4. Sets date, time and place for Board meetings and the Annual meeting.
5. Channels various pertinent information to the Newsletter Editor.
6. Disseminates FFI information to Corporation members.
7. Files annual reports to FFI each year.
8. At the beginning of the term of office, reviews the Bylaws and Policies and Procedures with each Board member and also with all appointed Committee Chairpersons as a mentoring tool to establish their responsibilities for the year.
9. Requests committee chairpersons to submit to the Board an "after-event" report of special events.
10. Appoints Chairs of all Standing Committees and the Nominating Committee.
11. May sign or countersign the withdrawal of Corporate funds.
12. Serves as a member of all Corporation committees; except, cannot serve on the Nominating Committee.

13. Presents a State of the Corporation Report for the annual meeting.
14. May serve two consecutive one-year terms as President and is eligible for re-election following a one-year break in service as President.

VICE PRESIDENT:

1. Handles duties of President while President is unavailable or upon request of President.
2. Coordinates upcoming journeys, which may include: communicating with FFI, and recruiting and making Journey Coordinator recommendations to the Board.
3. Suggests journey dates with the Host and Ambassador Coordinators.
4. May sign or countersign the withdrawal of Corporate funds.

SECRETARY:

1. Ensures current Policies and Procedures are available on the website to all members.
2. Takes minutes at Board and Corporation meetings and posts approved minutes on the website for view by all members.
3. Arranges for a substitute to act as Secretary when unable to attend a Board meeting.

TREASURER:

1. Makes arrangements to update the signature cards for the Corporation's accounts if there is a new President, Vice President, Treasurer, or Journey Treasurer.
2. Completes the FFI Charter Renewal Form per FFI policy and submits Corporation affiliation fees as they become due.
3. Presents a Treasurer's report at all meetings of the Corporation and Board, with an electronic copy for the Secretary.
4. May sign or countersign the withdrawal of Corporate funds.
5. Prepares the financial records for an internal financial review committee.
6. Prepares an annual budget with the president for approval during a Board meeting in the first quarter of the year.
7. Provides periodically a comparison of actual expenses to the Corporation's budget.
8. Prepares a report for the President to share at the annual meeting and on the website.
9. Submits required forms to Franchise Tax Board (FTB), IRS, and California Department of Tax and Trade Administration to report the annual income for the fiscal year.
10. Annually completes the required forms to Secretary of State for corporate registration.

IMMEDIATE PAST PRESIDENT:

1. Gives historical context and information about past procedures.
2. Assists the President and Board as needed.

SECTION V

Standing Committee Chairpersons (Voting Rights)

ACTIVITIES CHAIR:

1. Appoints a committee to help in planning the activities of the Corporation.
2. Coordinates and secures meeting facilities for the Board and/or Corporate meetings per the President's instructions.
3. Assists in locating various speakers or programs of interest for the Corporate meetings and events.
4. Finds restaurant and makes reservation for *Let's Eat Out* dining activity for after meetings.
4. Writes newsletter articles and web announcements about upcoming events, meetings, and planned dining activity.

5. Arrives at least 30 minutes prior to a meeting time and assists with set-up of the facilities. Secures the microphone, projectors or other equipment, as needed. Requests member assistance to coordinate the set-up and clean-up of meeting room.
6. Manages event refund procedure. Event refund process:
 - a. If a member or guest has paid for an event and needs to cancel, they are eligible for a refund if the cancellation was made prior to the posted cancellation date.
 - b. If a member/guest cancels after the posted cancellation date, they are not eligible for a refund.
7. Manages event identification for fund documentation and reconciliation: If events have a similar cost, each event should have a unique cost to help identify the event for Treasurer reconciling the income for the event, OR create a unique event number.
8. Prepares a summary report for the President to share at the annual meeting.

MEMBERSHIP CHAIR:

1. Appoints committee members when needed.
2. Develops methods of attracting new and retaining existing members.
3. Contacts any non-member visiting a Corporation event with appropriate follow-up.
4. Reaches out to any non-member who contacted FFI for information about FF of Sac with information about the club, invitation to general meetings and how to sign up online as a member.
5. Reaches out to members who join online with a welcome email (with a copy to the President) inviting them to upcoming events with specific information including any upcoming New Member Orientation.
6. Connects new members to the Newsletter Editor for bio/photo inclusion in newsletter.
7. Introduces new members at Corporation functions.
8. Provides name tags and brochures for all meetings and events.
9. Schedules and presents New Member Orientation meetings for new members twice a year or as needed.
10. Informs each new member on how to access Corporation documents, how to register for events and get weekly email updates and demonstrates how to use the website. Explains relationship with FFI and the different ways new members can be involved with FF of Sacramento.
11. Takes photos of new members at orientation for a welcome message on the FF of Sacramento website, the club newsletter and social media (Facebook) posts.
12. Emails orientation documents if a new member cannot attend Orientation.
13. Reviews and updates as needed the orientation presentation and reference materials posted on the Corporate website under Club Documents: New Member Orientation Documents.
14. Includes new member information and any lapsed members in membership report for Board meetings.
15. Follows up with members who have not renewed on January 1st to identify current and correct number of members for Treasurer to pay FFI membership dues.
16. Provides permanent name badges.
17. Prepares a report for the President to share at the annual meeting.

PUBLICITY CHAIR:

1. Handles all publicity and communication with the public to include the following:
 - a. Develops materials for Corporation including feature stories, press releases, social media content, fact sheets, and pamphlets.
 - b. Develops Public Service Announcements for radio and TV where applicable.

2. Promotes the mission of Friendship Force to the community through print, electronic and social media, and in-person community events.
3. Manages and coordinates responses from media and public inquiries including preparing Board responses.
4. Analyzes, reviews and reports on the effectiveness of social media campaigns and other promotional activities and plans to maximize effectiveness, as needed.
5. Reports to the Board at Board meetings.
6. Prepares a report for the President to share at the annual meeting.

NEWSLETTER EDITOR:

1. Compiles and publishes the monthly Corporation newsletter.
 - a. Sends out reminder email to solicit input from people who likely will have information to share in the newsletter. (approximately 1 week before publish date).
 - b. Compiles all input into a draft newsletter, while striving to make it readable, interesting and relevant.
 - c. Sends draft (pdf format) to all author/contributors to verify accuracy.
 - d. Makes final version incorporating any corrections/comments.
 - e. Publishes final version by email distribution from the Corporation website. Target publication date is the beginning of each month.
 - f. If corrections are needed after publication, publishes a corrected edition (or if corrections are minor and do not require re- publication, then posts corrected version on website, replacing original version, without re-publication).
2. Posts current newsletter on the website and maintains previous newsletters on website.
3. Presents a brief status update at each Board meeting.

JOURNEY TREASURER:

1. Tracks all income and expenses associated with inbound and outbound journeys.
2. Works with the Journey Coordinators to create the journey budget for each journey and all financial reporting required. Works with the JC to present a budget to the Corporation Board at least 60 days preceding the journey.
3. Coordinates with Outbound Ambassador Coordinators for payment of FFI and Host club fees.
4. Presents a Journey Treasurer's report at all meetings of the Corporation and Board, with an electronic copy for the Secretary.
5. Has signatory responsibility on the Journey checking account with the Corporation President. May sign or countersign the withdrawal of Corporate funds.
6. Provides information on Journey checking account for any internal financial review of the Corporation Treasury financial records.
7. Maintains a separate bank account(s) for all journey incoming and outgoing monies.
8. Following each journey, creates a final Financial Report in coordination with the JC.
9. Prepares a report for the President to share at the annual meeting.

CRAFTS CHAIR:

1. Oversees committee of volunteers creating crafts for sale.
2. Purchases materials and regularly submits reimbursement requests with receipts to Treasurer.
3. Plans and prices projects with the committee in order to make a profit for the club and at the same time appeal to buyers.
4. Arranges work sessions as needed to keep a reasonable assortment of items available.

5. Maintains receipt books and cash box with approximately \$50 in change from Corporation treasury.
6. Arranges for staffing of sales table at Corporation events when appropriate, e.g. welcome or farewell event, Oktoberfest, Holiday Party, World Friendship Day, etc.
7. Submits sales income regularly to treasurer.
8. Reports gross sales at Board meeting.
9. Maintains a report of inventory, including finished items, materials and amount of cash in cash box.
10. Prepares a report for the President to share at the annual meeting.

WEBMASTER:

The Webmaster is responsible for the maintenance and technical support of the Corporation website.

1. Maintains the club's website interface, currently Wild Apricot. Understands how the site works and keeps the site active by making sure the fees are paid.
2. Encourages members to utilize the website, including:
 - a. Putting the Wild Apricot app on their phones.
 - b. Updating their profiles with a photo and current contact information.
 - c. Encouraging them to use the Member Directory search function but occasionally create and send out a printable roster (one sorted by last name and one sorted by city).
3. Updates the site's pages:
 - a. Makes sure the Journey Coordinators give Webmaster any changes to update
 - i. Home page "Future Journeys" column.
 - ii. Member's Only, Journey Updates page.
 - iii. Events- Make sure to use the correct "tag".
 - iv. Create Journey "Blogs" if coordinator wants to use them.
 - b. Updates the "Check out these news items" every few weeks.
 - i. Change the info below the banner.
 - ii. Ask for photos from members who have had events or journeys.
 - c. Occasionally checks the links on the Home Page to make sure they still work (FFI, More Journeys, App links, etc.).
 - d. Monitors the Home Page Upcoming Journeys and Upcoming Events section to make sure events have been tagged correctly.
 - e. Adds COPIES of photos from new club events, journeys or activities to the folder (Pictures/website photos/copies for the homepage). Occasionally deletes some photos if folder getting too big.
 - f. If the club dues changes, updates the "Join Us" page as well as the "Membership Levels"
 - g. Maintains the "Club Photos" page. Teach Coordinators how to upload photos and create a page for them if desired.
 - h. Assists journey participants in updating the "Journey Blogs". Assist Coordinators who want to create and update a blog.
 - i. Updates the "Board & Committees" page each year as the Board changes
 - j. Works with the Secretary to receive a PDF and create a link to the correct month for the approved Board Minutes after the minutes are approved
 - k. Works with the Board and committee members to create links and update the "Club Documents" page.
 - l. Trains the Newsletter Editor on how to update the "Newsletter" page.
4. Assigns Administrators based on function.

5. Educates Administrators on how to store photos and documents in the correct folders in the website. NOTE:
 - a. Some folders will contain items (mostly photos) that may be deleted in the future.
 - b. If documents or photos are moved, make sure the links are re-established.
 - c. Be aware of the security settings on all documents "Access Level"
6. Manages event announcements by ensuring the event is set up correctly and testing the links by:
 - a. Getting the event form completed by the person in charge and then entering the data, or
 - b. Training Administrators to enter events.
7. Works with the Membership Chair and Treasurer on how to keep membership data current.
8. Trains Administrators on how to send out emails.
9. Creates and sends out the weekly emails.
10. Maintains access accounts for social media platforms.
11. Gives periodic training sessions for members on the use of the website, and other technology communications tools and platforms.
12. Trains a backup as webmaster should the webmaster be unavailable.
13. Assists with setting up virtual meetings via Zoom, etc.
14. Updates online forms with correct contact information when Board members change including:
 - a. Check Request Form for new Treasurer.
 - b. Membership Form for new Membership Chair.

SECTION VI

Special Committee Chairs (Non-Voting Rights)

SISTER CITIES REPRESENTATIVE:

1. Represents the Corporation at meetings of the Sister Cities Organization to promote the Friendship Force of Sacramento Inc. and FFI.
2. Reports to the Board on a regular basis.
3. Prepares a report for the President to share at the annual meeting.

SUNSHINE:

1. Acknowledges members and/or their families with cards when Get Well, Best Wishes or Sympathy is appropriate. Follows up thereafter via phone, email, or in person if indicated.
2. Obtains approval from the member and/or their respective family member prior to publishing in the Corporation newsletter to honor privacy issues.

SHUTTERBUGS:

FF Sacramento Shutterbugs is a FFI Photography Club Cluster (FFIPhotoCC), organized for the purpose of member enjoyment and production of high quality photography and visual media for pleasure and for promotional use by Friendship Force of Sacramento and FFI.

1. Provides regular opportunities for interested FF Sacramento members to collaboratively develop and enhance their photography and visual media skills (i.e. planning visual stories/scenes, taking photos, post processing, and developing visual media for publications/presentations locally, nationally, and internationally).
2. Receives guidance, and themed meeting content from FFIPhotoCC.

3. Works with FFIPhotoCC and networks and with other photography club-clusters.
4. Updates and maintains the Friendship Force of Sacramento Shutterbugs Share Site and uploads photography to the FFIPhotoCC Share Site, meeting specified due dates.
5. Works with Board members, committee chairs, journey and host coordinators to create opportunities for dynamic photography within Friendship Force of Sacramento journeys and activities and to make these photos available for Friendship Force of Sacramento Club and FFI.
6. Keeps the general membership informed of Shutterbug activities through club newsletter and club website.

SECTION VII

Journey Policies – Outbound

SELECTION OF DESTINATIONS

1. Upon receipt for FFI of the list of sites available for journeys two years hence, the Board shall choose ten (10) countries and 3 domestic clubs.
2. Prior to the elections meeting, a notice shall be placed in the newsletter notifying each member that if they are present at the elections meeting they will have the opportunity to vote for their first, second, and third country choices.
3. If a member is unable to attend the elections meeting and wishes to vote, he/she shall notify the Secretary or their designee, and a ballot shall be sent to him/her. The completed ballot must be received by the date of the elections meeting to be counted.
4. The President shall submit the international and domestic selections to FFI on the required form by the designated due date.

SELECTION OF JOURNEY AMBASSADOR COORDINATOR

It is recommended the candidate have TWO or more of the following requirements:

1. Attended a Friendship Force Journey Coordinator training.
2. Was an Incoming Host Coordinator or significantly assisted on an inbound journey.
3. Hosted an incoming ambassador.
4. Participated as an ambassador on an outbound journey.

DUTIES OF THE JOURNEY AMBASSADOR COORDINATOR:

1. Coordinates all aspects of the Journey with the Host Coordinator of the hosting club.
2. Selects ambassadors
 - a. Applicants are required to submit an application form to the Ambassador Coordinator.
 - b. The Ambassador Coordinator has the authority and responsibility to decide which applicants are accepted on an outbound journey. This will be done with interviews and/or review of their applications. The Ambassador Coordinator will have the option of utilizing a point system as a tool for aiding in selecting the Ambassadors.
 - c. When the journey is not full, the Ambassador Coordinator must advertise on the FFI website for more applicants.
 - d. Ambassadors accepted for a journey shall join the Friendship Force of Sacramento or must demonstrate their membership in another club.
3. Coordinates with the Journey Treasurer:
 - a. Creates the budget for the journey and submits it to the Board for approval.
 - b. Ensures that all journey fees are collected.
 - c. Arranges with the Host Coordinator for the payment of fees

- d. Submits the final Financial Report.
5. Supervises the travel details of members of the journey.
4. Attends Board meetings to keep the Board updated on how the journey is progressing.
5. Presents Corporation pins to each Host and Host Coordinator. These are withdrawn from the Corporation inventory at no cost.
6. Following the journey, the Ambassador Coordinator submits a final Financial Report and a Journey Evaluation to the Board prior to sending it to FFI.

JOURNEY AMBASSADOR COORDINATOR REIMBURSEMENT:

1. FFI fees are waived by FFI if the journey is full.
2. Transportation
 - a. Includes airfare, train, bus or any other transport required to get to and from the journey and during the journey.
 - b. If there are 20 or more ambassadors on a journey, (excluding the AC) the AC's total transportation costs are divided among the ambassadors as follows: Total costs are divided by number of ambassadors. This amount is added to the ambassadors' cost for the journey.
 - c. If there are less than 20 ambassadors, the amount of total reimbursement is divided by 20 then multiplied by the number of ambassadors going (excluding the AC). Example: Transportation costs = \$2800; Divide by 20 = \$140 x 14 ambassadors = \$1960 reimbursement for the AC. Each of the 14 has \$140 added to their cost.
 - d. If the host club cannot accommodate 20 ambassadors, c. above applies unless two thirds of the ambassadors assigned to the journey agree to accept the added expense.
3. There is no reimbursement for any travel expense before or after a Journey, such as a separate tour, unless the AC is acting as tour director for the additional travel AND two thirds of the ambassadors assigned to the journey agree to accept the added expense.
4. AC pays Host club fee.
5. There is no Assistant Ambassador Coordinator Reimbursement.

SECTION VIII

Journey Policies – Inbound

SELECTION OF HOST COORDINATOR

It is recommended the candidate have two or more of the following requirements:

1. Attended a Friendship Force Journey Coordinator training.
2. Significantly assisted on an inbound journey.
3. Hosted an incoming ambassador.
4. Participated as an ambassador on an outbound journey.

DUTIES OF THE HOST COORDINATOR:

1. Coordinates with the Ambassador Coordinator of the inbound club.
2. Works with a committee to plan and implement a daily itinerary of activities and events for incoming journey. May designate an assistant host coordinator.
3. Coordinates with the Journey Treasurer:
 - a. Negotiates Host Club Program Fee with the Ambassador Coordinator, according to FFI journey guidelines.
 - b. Creates the budget for the journey and submits it to the Board for approval no later than 60 days before the journey.

- c. May request from the Board for allotment from Corporation funds, not to exceed \$50 per ambassador.
- 4. Attends Board meetings to keep the board updated on how the journey is progressing.
- 5. Presents Corporation pins to each Incoming Ambassador. Pins are withdrawn from the Corporation inventory at no cost.
- 6. Following the journey, submits a final Financial Report and a Journey evaluation to the Board prior to sending it to FFI.

HOST COORDINATOR REIMBURSEMENT:

- 1. Reimbursement from Corporation Funds shall include:
 - a. The HC's cost to attend the Welcome and Farewell Dinners.
 - b. Journey lunches when part of the program.
 - c. Entry fees required during the journey.
 - d. HC's cost of Bus/Van fees.
 - e. Membership dues for the following year, either Individual or Family membership.
- 2. The HC shall submit a Check Request Form to the Corporation Treasurer after the journey for the above items.
- 3. HC shall be given favorable consideration as Ambassador Coordinator on a future outbound journey.
- 4. There is no reimbursement for an assistant host coordinator.

SECTION IX

Conflict of Interest Policy and Compensation Approval Process

Article A. PURPOSE:

Friendship Force of Sacramento Inc., herein known as the Corporation, is a non-profit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of FFI as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public. Consequently, there exists between the Corporation and its Board, officers and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board and officers have the responsibility of administering the affairs of the Corporation honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Corporation. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Corporation or knowledge gained for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

Article B. PERSONS CONCERNED:

This statement is directed not only to directors and officers, but to all members who can influence the actions of the Corporation. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning the Corporation.

Article C. AREAS WHERE CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

- 1. Persons and firms supplying goods and services to the Corporation.
- 2. Persons and firms from whom the Corporation leases property and equipment.

3. Persons and firms with whom the Corporation is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
4. Competing or affinity organizations.
5. Donors and others supporting organizations.
6. Agencies, organizations and associations affecting the operations of Friendship Force of Sacramento Inc.
7. Family members and friends.

Article D. NATURE OF CONFLICTING INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms listed in Article C. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Sacramento Friendship Force Inc.
2. Holding office, serving on the Board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Friendship Force of Sacramento Inc.
3. Receiving remuneration for services with respect to individual transactions involving Friendship Force of Sacramento Inc.
4. Using the Corporation's time, personnel, equipment, supplies, or good will for other than the Corporation approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with the Corporation. Receipt of any gift is disapproved except gifts of a value less than \$100.00, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

Article E. INTERPRETATION OF THIS STATEMENT OF POLICY:

The areas of conflicting interest listed in Article C, and the relations in those areas which may give rise to conflict, as listed in Article D, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy. The fact that one of the interests described in Article D exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the Corporation. However, it is the policy of the Board that the existence of any of the interests described in Article D shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the Board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Article F. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The Board has determined that the transaction is in the best interest of the Organization.

Disclosure in the organization should be made to the president (or if she or he is the one with the conflict, then to the vice president), who shall bring the matter to the attention of the Board. Disclosure involving directors should be made to the Board president, or if she or he is the one

with the conflict, then these matters will be brought to the attention of the Board. The Board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of the Corporation and the advancement of its purpose.