

BYLAWS

SALT RIVER INTERGROUP, INC.

As Amended and Adopted the:

12th day of Jan. 1993
8th day of Feb. 1994
14th day of Aug. 2001
10th day of Jul. 2007
12th day of Aug. 2008
15th day of Jul. 2010
9th day of Apr. 2013
9th day of Jul. 2013
12th day of Aug. 2014
12th day of Sep. 2017
13th day of Feb. 2018
15th day of Feb 2022

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BYLAWS SALT RIVER INTERGROUP, INC.

I. NAME

The name of the Intergroup shall be The Salt River Intergroup, Inc., a nonprofit corporation. Hereafter, the term "Intergroup" shall be used to designate the corporation.

II. PREAMBLE

General Warranties of the Intergroup in all its Proceedings: the Intergroup shall observe the spirit of A.A. Traditions, taking care the Intergroup never becomes the seat of perilous wealth or power; that sufficient operating funds, plus ample reserve, be its prudent financial principle; that none of the Intergroup shall ever be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion, vote and whenever possible, by substantial unanimity; that no Intergroup action ever be personally punitive, or an incitement to public controversy; that though the Intergroup may act for the service of Alcoholics Anonymous groups in the Phoenix Metropolitan area, it shall never perform any acts of government, and that like the society of Alcoholics Anonymous, the Intergroup itself will always remain democratic in thought and action.

(Adapted from the Third Legacy Manual of A.A. World Services and A.A. co-founder Bill W's Twelve Concepts for World Service adopted by the General Service Conference on April 26, 1962. This adaptation of copyrighted A.A. material has been approved by the General Service Board).

The Steering Committee provides direction and sets policy for Central Office, Standing Committees and Event Committees.

The Steering Committee members serve at the pleasure of the Intergroup.

III. PURPOSE

The primary purpose of Intergroup is to make the Alcoholics Anonymous' program of recovery available and accessible to all alcoholics; and to promote unity and mutual support among all member groups. Such efforts may include:

1. Maintaining and staffing a central office;
2. Adhering to the Traditions and Concepts of A.A., and disseminating information as to their content and application;

3. Establishing standing and special committees for specific purposes; and,
4. Undertaking such other activities as are deemed appropriate from time to time.

IV. MEMBERSHIP

1. Any Alcoholics Anonymous Group or regularly conducted A.A. meeting in the Salt River Valley geographic area is eligible for membership in The Salt River Intergroup.
2. To qualify as a member, the meeting or group shall conform in all essential particulars to the Twelve Traditions of Alcoholics Anonymous, and observe the primary purpose of Alcoholics Anonymous in all its affairs.
3. For the purpose of the Bylaws, the term "group" shall mean any A.A. group or any regularly conducted A.A. meeting conforming to the A.A. Traditions, and as defined by conference approved literature.
4. A group shall be considered a registered member of the Intergroup fifteen (15) days after filing a completed registration form with the Central Office listing the following
 - a. name,
 - b. meeting place (with street address and building name if applicable, i.e., St. Jude's Church),
 - c. day and time of meetings,
 - d. smoking status,
 - e. special populations served (if applicable),
 - f. wheel chair access (if available),
 - g. type of meeting (if not contained in group name), and,
 - h. contact person with address and telephone number.The group meeting will be published in the next available meeting list.
5. Each member group shall choose an Intergroup Representative and Alternate, one of whom is expected to attend all regular or special meetings of Intergroup.
6. Each group is encouraged to adopt a regular monthly contribution plan or formula for its contribution to the Intergroup.

V. INTERGROUP FINANCES

The activities of the Intergroup shall be financed primarily by the contributions of member groups and secondarily by literature sales, special events and direct donations from A.A. members.

The Intergroup shall be always mindful of its fiduciary responsibility for funds contributed for its use to aid the recovery of alcoholics who still suffer. The prudent reserve of the Intergroup shall not exceed six (6) months operation expenses (using the last four (4) months of the preceding calendar year as a guide, excluding cost of goods sold). Operating expenses shall include salaries and other such operating costs as listed in the monthly Profit and Loss Statement.

Any excess reported over six (6) months reserve shall be reported to the Intergroup to be utilized in some service to the alcoholic who still suffers.

Contributions from A.A. members shall conform to the guidelines suggested by the General Service Office. No contributions of any kind from sources outside Alcoholics Anonymous will be accepted.

VI. VOTING

Intergroup voting shall be conducted as follows:

1. Each Intergroup member group shall be entitled to one (1) vote at the Intergroup meetings which shall be cast by the member's Intergroup Representative or in her/his absence, the member Alternate;
2. Motions may be made and seconded only by an Intergroup Representative (or Alternate), unless otherwise provided in the Bylaws;
3. No proxies or absentee votes will be accepted;
4. Decisions will be by majority vote unless otherwise required by the Articles of Incorporation or these Bylaws;
5. Any member of A.A., in addition to any Intergroup Representative or Steering Committee member may address the Intergroup membership on any matter on the floor, upon recognition by the meeting chairperson;
6. The presiding Chairperson shall not vote except when necessary to break a tie. All other Steering Committee members may vote. Chairpersons of committees and liaisons may not vote in such capacity, but may participate in any discussion as members of Alcoholics Anonymous;
7. In the annual elections for Steering Committee officers, those members represented at three (3) out of the five (5) meetings immediately preceding the election meeting shall be entitled to vote;
8. Voting on motions shall be by a show of hands except that the Chairperson, on his/her own determination or at the direction of the Intergroup, may require a roll call vote, by group, of all groups present; and,

9. Voting for Steering Committee officers shall be by secret ballot, and conducted according to procedures and guidelines established for the election by the immediate Past-Chairperson.

VII. INTERGROUP MEETINGS AND QUORUM

Regular Meetings: The Intergroup shall meet once a month at such time and place as it may select.

Special Meetings: Special meetings may be called by either the Intergroup Chairperson or by ten (10) Intergroup Representatives upon written notice to the Intergroup Secretary, provided that written notice of the date, time, place and purpose of the meeting is mailed to all Intergroup Representatives ten (10) calendar days before the meeting.

Quorum: At any regular or special Intergroup meeting held pursuant to this Article, those Intergroup Representatives present shall constitute a quorum.

VIII. STEERING COMMITTEE AND INTERGROUP OFFICERS

There shall be nine (9) Intergroup Officers who, together with the Central Office Manager shall constitute the Steering Committee. The Officers shall be: Chairperson, Vice-Chairperson, Secretary, Treasurer, Senior Advisor, and four (4) Advisors. While holding office, no Steering Committee member shall be an Intergroup Representative. No member shall have more than one (1) individual serve on the Steering Committee at any time. It shall be a goal but not a requirement that officers shall represent as broad a geographic and membership base as possible.

The duties and terms of the Intergroup Officers shall be as follows:

Chairperson

The Chairperson shall:

1. preside at all meetings of the Steering Committee and the Intergroup;
2. see that all decisions and resolutions of the Steering Committee and Intergroup are carried out;
3. execute, in the name of the Intergroup, all contracts and other documents affecting the Intergroup with of approval of a quorum of the Steering Committee and/or the Intergroup via email or monthly meeting;

4. appoint, subject to the confirmation of the Steering Committee at the next regularly scheduled Steering Committee meeting, all Event Chairpersons, and all Chairpersons of Standing Committees;
5. create ad hoc committees to carry out special projects of a short term nature, and may appoint, subject to the confirmation of the Steering committee, the Chairpersons of such committees;
6. be the spokesperson for the Intergroup in all public matters and issues;
7. has general oversight responsibility for the proper and effective conduct of all committees, and may recommend removal of any Chairperson from any Committee or Event to the Steering Committee;
8. appoint a Parliamentarian for the Intergroup meeting in the absence of the Senior Advisor, and,
9. serve a one year term, but may run for a second term if voted in by Intergroup, not to exceed two consecutive terms. If the position becomes open for any reason, the Vice-Chairperson will fill the position until the end of the remaining term, and will be able to run for Chairperson in the upcoming election.

Vice-Chairperson

The Vice-Chairperson shall:

1. chair the Steering Committee meetings and Intergroup meetings in the absence of the Chairperson;
2. serve as the Liaison to the Area Assemblies;
3. perform such other duties as may from time to time be prescribed by the Chairperson or the Steering Committee, and,
4. serve a one year term, but may run for a second term if voted in by Intergroup, not to exceed two consecutive terms. If the position becomes open for any reason, the Chairperson will appoint a Vice-Chairperson, which will then need the approval of the Intergroup, and will finish the remainder of the term and will be able to run for the position in the upcoming election.

Treasurer

The Treasurer shall:

1. have the general oversight for the financial accounts and records of the Intergroup;

2. present financial report to Steering Committee & Intergroup on a monthly basis;
3. be the liaison to the Treasurer of each Special Event and be responsible for setting budgets (projected income & expenses for the event as agreed by the Steering Committee);
4. work with Event Treasurer to process bank deposits and cash reimbursements;
5. prepare a final financial report for the Special Event, citing changes and improvements to be made to the next year's Event;
6. act as presiding Chairperson of the Steering Committee or the Intergroup meetings in the absence of both Chairperson and Vice-Chairperson; and,
7. serve a two year term voted in on the ODD years along with two advisors. If the position becomes open for any reason, the Chairperson will appoint a Treasurer, which will then need the approval of the Intergroup, and will finish the remainder of the term and will be able to run for the position in the upcoming election.

Secretary

The Secretary shall:

1. keep and publish the minutes of all Steering Committee and Intergroup meetings;
2. perform all other duties appropriate to the position of a corporate secretary, and such other duties as may be prescribed from time to time by the Chairperson or the Steering Committee;
3. act as presiding Chairperson of any Steering Committee or Intergroup meetings in the absence of the Chairperson, Vice-Chairperson and Treasurer, and,
4. serve a two year term voted in on the EVEN years along with two advisors. If the position becomes open for any reason, the Chairperson will appoint a Secretary, which will then need the approval of the Intergroup, and will finish the remainder of the term and will be able to run for the position in the upcoming election.

Senior Advisor

The Senior Advisor shall:

1. chair the nominating Committee, and present nominations for Intergroup Officers to the Intergroup in accordance with Guidelines adopted by the

- Steering Committee and approved by the Intergroup;
2. establish General Election Guidelines (procedures and guidelines) for election of Steering Committee officers for approval by the Steering Committee;
 3. be the Parliamentarian of the Intergroup meetings;
 4. perform such other duties as may be prescribed from time to time by the Chairperson or the Steering Committee; and,
 5. be appointed each year by the Chairperson and must be approved by the Intergroup.

Advisors

Advisors shall:

1. attend and participate in Steering Committee meetings;
2. attend the Intergroup meetings;
3. perform such other duties as may be prescribed from time to time by the Chairperson or Steering Committee; and,
4. serve a two year term, two members will be voted in on ODD years, two will be voted in on EVEN years. If the position becomes open for any reason, the Chairperson will appoint an Advisor, which will then need the approval of the Intergroup, and will finish the remainder of the term and will be able to run for the position in the upcoming election.

IX. OFFICERS' ELIGIBILITY AND TERMS

Officers must have, at the time of their election, the minimum number of years of continuous sobriety as set forth below:

Chairperson: Five (5) years.
Vice-Chairperson: Five (5) years.
Treasurer: Five (5) years.

Secretary: Three (3) years.
Advisors: Three (3) years.

Senior Advisor: Six (6) years.

The terms of the office for the Chairperson and Vice-Chairperson shall be one year and may run for a second term, not to exceed two consecutive terms in the same office. The Senior Advisor shall be one year and is appointed by the Chairperson. The terms of office for the Treasurer, Secretary and Advisors shall be two years. The terms of the Secretary and two Advisors shall be concurrent and voted in on EVEN YEARS. The terms of the Treasurer and the two other Advisors shall be concurrent and voted in on ODD YEARS.

X. TENURE IN OFFICE, VACANCIES AND SUCCESSION

Any office shall become vacant by reason of death, resignation, broken sobriety, or disability to the extent that it causes the officer to be functionally incapable of carrying out the minimum requirements of the office. In addition, the Steering Committee may declare a position vacant for failure to attend more than two consecutive Steering Committee meetings without cause. The Steering Committee, by a vote or two-thirds (2/3) of the remaining members may declare an officer's position vacant for good cause involving a serious breach of the Traditions, Concepts or principles of Alcoholics Anonymous, or the best interests of the Intergroup.

Vacancies shall be filled as follows:

Vacancy in the office of the Chairperson shall be filled by the Vice-Chairperson for the balance of the term. The succeeding Chairperson shall nominate as successor Vice-Chairperson a person with the requisite sobriety and who has served and completed a term in the past as an Intergroup Officer, which nominee shall assume office upon approval by the Intergroup.

Vacancies in all other positions shall be filled by nomination of a similarly eligible person by the Chairperson; such nominee shall assume office upon approval by the Intergroup.

An individual holding any office as a successor will complete the original remaining

term of that position. This individual may then run for that position as if never holding that position.

XI. ELECTIONS

Elections for offices to be filled shall be held during the regular November meeting of the Intergroup. The Senior Advisor, as Chairperson of the Nominating Committee, shall present the nominees for the offices to be filled at the preceding September Intergroup meeting. Floor nominations may be made at the next October Intergroup meeting. A majority of eligible individual voters shall be sufficient for election to office and the third Legacy procedure shall not be required.

All officers shall be elected at the regular November meeting of Salt River Intergroup, and shall then assume office on the following January first.

The General Election Guidelines currently in effect shall be used for the elections

XII. CENTRAL OFFICE MANAGER

Qualifications:

To be hired as Central Office Manager, the candidate must:

1. Be a member of Alcoholics Anonymous with a minimum of (5) years continuous sobriety;
2. Be knowledgeable of, and experienced in, the practice of the Twelve Traditions and Twelve Concepts of Alcoholics Anonymous; and,
3. Be knowledgeable of, and experienced in, office management, including financial management and practices.

Selection process:

The Chairperson shall appoint a Screening Committee. The Committee shall prepare and circulate information regarding the selection of an Office Manager; screen all applications; interview a representative number of qualified candidates and propose the names of two (2) or more candidates to the Steering Committee for interviews. The Steering Committee, under principles and norms adopted by it, shall nominate one candidate and bring that person's name and qualifications to the Intergroup for confirmation. If the Intergroup confirms the nominee, he or she shall assume office immediately. If rejected, the Steering Committee shall propose another nominee, or open the process again if the Committee feels there is no other appropriate candidate from among those previously interviewed.

The Steering Committee shall retain a Job Description of the Office Manager and it shall be reviewed annually in conjunction with the Office Manager review.

Tenure:

The Central Office Manager is an at-will employee serving at the pleasure of the Steering Committee. The Manager may be removed for cause at any time by the vote of a majority of the Steering Committee at a regular or special meeting; and without cause by a vote of two-thirds (2/3) of the membership (except the Manager) of the Steering Committee.

During the first six months of employment, the Manager shall be considered to be on a probationary status. The decision of the Steering Committee with respect to the termination or retention of the Office Manager at any time or for any reason, shall be final and shall not be subject to the confirmation of the Intergroup. The Committee shall report any such action to the Intergroup for information purposes only.

Duties and Responsibilities:

The Central Office Manager shall:

1. have the responsibility and authority for the daily management of the Central Office, and the conduct of its business, financial and personnel matters;
2. operate under the policy direction of the Steering Committee acting through the Chairperson;
3. be authorized to sign all checks issued in connection with routine Central Office matters;
4. coordinate all volunteer activities;
5. maintain liaison with all committees as requested by the Steering Committee;
6. be responsible for hiring any other paid employee whose position has been authorized by the Steering Committee; and,
7. retain responsibility and authority over any such employee, including suspension or discharge.

XIII. STEERING COMMITTEE DUTIES

The Steering Committee shall be composed of the Officers and the Central Office Manager. The Committee shall have the responsibility and authority for:

1. Administration of the Central Office, including formulation and adoption of the Intergroup annual budget and timely review and approval of all financial reports prepared by or at the direction of the Office Manager and/or Treasurer;
2. Determining the salaries, benefits and general personnel policies for all employees. All compensation decisions should be presented at one Steering Committee Meeting and voted on during the subsequent meeting, not to be held sooner than 24 hours;
3. Observance of the Twelve Traditions and Twelve Concepts of Alcoholics Anonymous in the conduct of Intergroup affairs;
4. Oversight of all Standing and Event Committees, and ad hoc committees as duly appointed and approved;
5. All other matters included under these Bylaws and the Intergroup Articles of Incorporation; and,
6. Activities of Steering Committee Members include:
 - a. attend and participate in scheduled Steering Committee meetings.
 - b. attend and participate in all scheduled Intergroup meetings.
 - c. serve as liaison to at least one Event and Standing Committee.
 - d. serve scheduled rotation as Central Office Saturday Manager.
 - e. participate in annual group inventory process.

Being ever mindful of their fiduciary responsibilities, these aforementioned duties shall not be delegated.

A quorum is two-thirds (2/3) of the voting members and shall be sufficient for the transaction of business.

All Steering Committee members shall abide by and enforce SRI's Conflict of Interest Policy.²

XIV. THE CENTRAL OFFICE

The Intergroup shall maintain a conveniently located Central Office to provide the following:

1. a regularly published meeting list of Alcoholics Anonymous meetings within Maricopa County. This may or may not be published in cooperation with any other A. A. entities who compile meeting lists appropriate to the area;
2. a Twelve Step call answering system;
3. A.A. literature for members and groups;

4. a focal point for the Alcoholics Anonymous public relations policy of attraction within the Intergroup Area; and,
5. any and all other activities as directed by the Steering Committee and the Intergroup to assist member groups in fulfilling their primary purpose of carrying the A.A. message to the still-suffering alcoholic within the framework of the Twelve Traditions and Twelve Concepts.

XV. COMMITTEES

The Steering Committee may create, by administrative direction, standing committees consistent with the Alcoholics Anonymous structure, and the traditional structure of the Central Office to assist in carrying the A.A. message. The composition, function, guidelines and charter of each such committee shall be as determined by the Steering Committee, and the Chairperson of each such committee shall be confirmed by the Steering Committee.

In addition to such Standing Committees, the Steering Committee may create Event Committees to carry out specific events or functions of the Intergroup such as the traditional SRI Alcothon, SRI Round-UP, SRI New Years Eve Speaker/Dance and the SRI Anniversary Meeting.

The Steering Committee shall develop event management guidelines concerning the composition of such committees, event procedures, minimum sobriety requirements, financial controls and other appropriate directives. These guidelines shall be reviewed annually and up-dated.

Each Event Committee Chairperson shall be nominated by the Steering Committee Chairperson and confirmed by the Steering Committee.

The guidelines for Standing and Event Committees shall be presented to the Intergroup for approval.

All Standing and Event Committee members shall abide by SRI's Conflict of Interest Policy and shall notify the Steering Committee of any questionable transactions.²

XVI. ROTATION OF RESPONSIBILITIES

In conformity with the 12th Tradition of Alcoholics Anonymous reminding us to put principles before personalities; and in accordance with the principle of rotation in service work, no Standing Committee Chairperson shall serve for more than two years, and no Event chairperson shall succeed himself/herself.

The Nominating Committee for Intergroup Officers should make all reasonable efforts to rotate succeeding nominations by sex for the positions of Chairperson and

Vice-Chairperson; but this provision shall not be mandatory, nor control the group conscience right of the Intergroup to elect, on the basis of floor nominations, a successor Chairperson or Vice-Chairperson of the same sex as such person's predecessor.

XVII. FISCAL YEAR

The fiscal year of the Intergroup shall be January 1- December 31. ⁵

XVIII. AMENDMENTS

These Bylaws may be amended as follows: Any Intergroup, or the Steering Committee may bring a proposed amendment to the floor of the Intergroup at a regular meeting, or a special meeting called with the announced purpose of amending the Bylaws. The Senior Advisor, as Parliamentarian, shall rule as to the correct form of the proposed amendment. The only motion which may be made shall be a motion to return the proposal to the Intergroup at the next regular meeting occurring more than twenty eight (28) days following the meeting proposing the amendment. If such motion carries by a simple majority of the quorum, the Chairperson shall place the proposed amendment on the agenda for adoption at such subsequent meeting for adoption by the Intergroup. Ratification of such amendment shall require a two-thirds (2/3) majority vote of the quorum at such meeting.

XIX. CONDUCT OF INTERGROUP MEETINGS

All meetings of the Intergroup shall be conducted according to the current Robert's Rules of Order, Revised, except where in conflict with the Articles of Incorporation of these Bylaws.

These Bylaws are intended to allow an orderly means of providing A.A. services to A.A. members, groups and to the alcoholic who still suffers. These Bylaws have been designed to follow the provisions of Concept 10 of Alcoholics Anonymous, that every service responsibility should be matched with equal service authority with the scope of such authority well defined. No provision of these Bylaws should be construed to defeat the group conscience of the Intergroup as an expression of our one ultimate Authority.

AUTHORIZED SIGNATURES

ADOPTED by vote of the Intergroup, in accordance with Article XVIII of the Bylaws, the 8th day of February 2022.

Holly W
Intergroup Secretary

Quianna B
Intergroup Chair

APPENDIX A: REVISION HISTORY

(Starting 2007)

1. July 10, 2007. The fiscal year was the calendar year. Now, it is March 1 – the last day in February.
2. August 12, 2008. Added Appendix B: “Conflict of Interest Policy.” Revised articles XIII and XV to refer to the Policy.
3. July 15, 2010. Section VIII, Treasurer; Revised Treasurer job description.
4. April 9, 2013. Multiple changes
 - a. Section IV, part f, changed wording
 - b. Section VIII, to prevent unfilled seat
 - c. Section VIII, to require a quorum for voting
 - d. Section X, to assure consistence of leadership
 - e. Section XII, removed restriction on duration of Office Manager position
 - f. Section XIII, to assure thoughtful decision
5. July 9, 2013. The fiscal year was March 1- the last day in February. It is now the calendar year.
6. August 12, 2014, Sec. X. Tenure in Office, Vacancies and Succession—last two paragraphs were deleted as they contradicted each other and replaced with the current last paragraph: “Any individual holding the office of....dependent upon the one or two year term of the Chairperson.”
7. September 12, 2017
 - a. Changed Immediate Past Chair to Senior Advisor
 - b. II. PREAMBLE - added last two sentences
 - c. VIII. STEERING COMMITTEE AND INTERGROUP OFFICERS – included terms, tenure, vacancies and succession
 - d. IX. OFFICERS' ELIGIBILITY AND TERMS – Clarified terms and voting years
 - e. X. TENURE IN OFFICE, VACANCIES AND SUCCESSION - Succession clarified
 - f. XIII. STEERING COMMITTEE DUTIES – activities of steering committee members added
8. February 13, 2018. Change Christmas Alcothon to Alcothon, also remove Halloween Family Night from Sec. XV Committees; Event Committees.
9. February 15, 2022, Sec. V. Intergroup Finances – Change 4 months prudent reserve to 6 months prudent reserve.

APPENDIX B: CONFLICT OF INTEREST POLICY

I. Purpose

The purpose of the conflict of interest policy is to protect Salt River Intergroup's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II. Definitions

1. Interested Person
 - a. Any officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest
 - a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - b. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - c. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Steering Committee decides that a conflict of interest exists.

III. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of the Steering Committee.
2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Steering Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the Steering Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the Steering Committee shall appoint, if appropriate, a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Steering Committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Steering Committee shall determine by a majority vote of the disinterested directors, whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
- e. If the Steering Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - f. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Steering Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall ask for the resignation of the member.

IV. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. 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, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. 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.

V. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

VI. Annual Statements

Each officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

VII. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall include, at a minimum, the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

VIII. Use of Outside Experts

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