

BYLAWS OF THE SOCIETY FOR TRANSPLANT SOCIAL WORKERS

ARTICLE I: MISSION

The mission of the Society for Transplant Social Workers is to inspire and support our members as we make a difference in the lives of our patients and their families, connect with and motivate each other, promote professional growth and collaborate to advance social work in our field.

ARTICLE II: PRINCIPAL OFFICE

The principal office of the Society for Transplant Social Workers, Inc. shall be the location of the statutory agent in Tucson, AZ.

ARTICLE III: MEMBERSHIP

SECTION 1: QUALIFICATIONS

REGULAR MEMBERSHIP: Shall be available to persons possessing a graduate degree in social work and currently employed in the transplant field and/or mechanical circulatory support (MCS) settings. They may vote, hold office, serve on the board, and be on committees.

ASSOCIATE MEMBERSHIP: Shall be available to:

- Professionals possessing a BSW and currently employed in the transplant and/or MCS field.
- Professionals possessing baccalaureate and/or graduate degrees in fields other than social work and currently employed in the transplant and/or MCS field.
- Professionals possessing baccalaureate and/or graduate degrees in social work but not currently employed in the transplant and/or MCS field.

Associate members may vote, serve on the board, and serve on committees but may not hold office.

STUDENT MEMBERSHIP: Students enrolled in accredited social work programs and participating in field placements in transplant/MCS settings shall be eligible for membership in the Society. They may serve on committees, but may not hold office, serve on the board or vote.

EMERITUS MEMBERSHIP: At the approval of the Executive Committee, emeritus memberships may be offered to persons who significantly contribute to the mission and goals of the Society. Emeritus members may vote, serve on the board and serve on committees, but may not hold office.

SECTION 2: TERMINATION AND REMOVAL

The following circumstances may warrant termination of an individual's membership status:

- Members whose professional activities have changed such that they no longer meet eligibility criteria established in Section 1.
- Failure to pay required annual dues.
- A member whose conduct is determined inconsistent with the Society's mission, goals and/or violates its policies, procedures and bylaws shall be subject to termination of his/her membership.
- Violation of the National Association of Social Work Code of Ethics or comparable international social work organization code of ethics.

The Executive Committee will determine if a membership should be terminated by a two-thirds vote of the Executive Committee members.

SECTION 3: REINSTATEMENT

A member shall be reinstated in the following manners:

- Once payment of dues is received.
- A member whose conduct or activity has resulted in removal from membership may apply for reinstatement after the time period to be designated by the Executive Committee.

SECTION 4: TRANSFERABILITY OF MEMBERSHIP

Memberships are nontransferable.

SECTION 5: DUES

- The Executive Committee shall establish dues for each category of membership.
- Membership dues are payable every 365 days.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: GENERAL AUTHORITY OF THE BOARD

The property and lawful business of the Society (including, but not by way of limitation, the selection of projects to be undertaken by the Society) shall be held and managed, respectively by the Board of Directors, as hereinafter provided. In addition to the powers and authority of these bylaws and the Articles of Incorporation expressly conferred upon them, the Board of Directors may exercise all such powers of the Society and do all such lawful acts and things which are not by statute or by Articles of Incorporation, or by these bylaws, prohibited.

SECTION 2: COMPOSITION

The Board of Directors shall consist of the Executive Committee and all committee chairpersons. All board members must maintain active STSW membership and must submit an annual conflict of interest statement or face possible removal. The Board of Directors may seek the advice of counsel.

SECTION 3: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers: President, Vice President, Secretary, and Treasurer as well as the Past Treasurer, 2 Past Presidents and the National Conference Chair. Officers shall be eligible to serve for two (2) terms of two (2) years. The Past Treasurer, Past Presidents, and National Conference Chair will remain on the Board at the discretion of the Executive Committee. The Executive Committee is responsible for conducting the operation of the Society according to the directives of the Board of Directors and shall act on behalf of the Board between meetings of the Board of Directors. The President and one other member of the Executive Committee is to review and approve all contracts into which the Society may enter. Any contract the Society enters into over \$1,000 will be reviewed by counsel prior to the signing of the contract.

SECTION 4: COMMITTEE CHAIRS

Board members include chairs of the committees appointed by the Executive Committee as needed to carry out the needs of the Society as well as representing the various specialty interests of the general membership. The Chairs fulfill their duties as described on the STSW website and act in an advisory capacity to the Board of Directors, keeping them informed of pertinent issues affecting social work practice in their specialty areas. Committee Chairs are to prepare reports for presentation to the Executive Committee as requested. Committee Chairs will be eligible for appointment for three (3) years with the possibility of renewal for three (3) additional years if invited by the Executive Committee.

SECTION 5: TERMS AND REMOVAL OF BOARD MEMBERS

- **TERMS:** Board Members shall be eligible to serve for two (2) terms of three (3) years.
- **REMOVAL:** A Board Member may be removed at any time during his/her term of office by an affirmative vote of two-thirds of the Board of Directors. The President of the Board of Directors shall be responsible for providing said Board Member with a written Notice of Intent to Remove at least ten (10) business days prior to any meeting convened to vote on removal. Notice of Intent to Remove a Board Member shall be in writing and may be sent electronically and/or via regular mail. The subject Board Member shall have a right to submit any response to the Notice of Intent to Remove to the current President of the Board of Directors for consideration and transmission to the Executive Committee.

Any response shall be received by the current President of the Board of Directors no later than five (5) business days prior to the scheduled Board meeting.

Notice of Intent to Remove shall provide the subject Board Member with specific date, time and location of the board meeting when the proposed removal vote shall occur.

The Board's vote and removal decision shall be deemed **final** and **not** subject to appeal.

- **EMERGENCY REMOVAL:** In the event that a Board Member is subject to removal for cause, specifically for conduct detrimental to STSW's mission and best interests including but not limited to, violation of the bylaws contained herein, engaging in self-dealing, conflicts of interest, breaches of fiduciary duty, criminal activity or any actions adverse to the best interests of the organization, the Executive Committee shall be vested with authority to remove said Board Member as soon as practicable.

Upon an emergency vote by a simple majority of the Executive Committee said Board Member shall be immediately removed as a member of the Board of Directors. Upon a subsequent, affirmative vote by two-thirds of the Board of Directors the removed officer shall be permanently barred from STSW membership.

Removal votes shall be **final** and **not** subject to appeal.

SECTION 6: VACANCIES ON BOARD OF DIRECTORS

Vacancies shall be filled by the appointment of the Executive Committee. The appointed board member shall hold office for the balance of the term of the board member replaced.

SECTION 7: DUTIES AND POWERS

Except as otherwise provided in the Articles of Incorporation, the Board of Directors, by a majority vote of the Board of Directors at a duly convened meeting, shall have the power to adopt, amend and rescind bylaws for governing the Society. The Board of Directors shall serve as effective stewards for the mission, goals and policies of the Society. In furtherance thereof, it is empowered to develop and implement an appropriate governance structure to transact the business of the Society and ensure fulfillment of its mission, goals and policies.

SECTION 8: MEETINGS OF THE BOARD OF DIRECTORS

ANNUAL MEETINGS: The annual meeting of the Board of Directors shall be held in conjunction with the Annual Conference and at such times and places as determined by the President. At the annual meeting, the Board of Directors shall transact such other business as may come before the meeting. The annual meeting shall be in the place and time as specified in the notice of meeting.

REGULAR MEETINGS: At the discretion of the President, regular meetings of the Board of Directors may be convened quarterly. Notice of regular meetings shall be given at least ten (10) business days prior to the proposed meeting date. The notice may be sent electronically and/or via regular mail. Notice shall include date, time and location of the proposed meeting as designated by the President or his/her designee. If the President and/or Executive Committee of the Board of Directors determine there is no STSW pending business requiring Board action, a quarterly meeting need not be convened.

SPECIAL MEETINGS: Special meetings of the Board of Directors may be convened by the President and/or at the

request of a simple majority of the Executive Committee. Notice shall be given at least ten (10) business days prior to the date of proposed meeting unless three-fourths of the Executive Committee agrees to a shorter term of notice, or its waiver. Notice may be made electronically or via regular mail.

ACTION WITHOUT MEETING: Although, preference is for all Board actions to be considered and voted upon during annual, regular quarterly or special meetings of the Board of Directors, when impractical and with the written (electronic) consent of the President and a 30% quorum, action may be taken without a meeting. The proponent(s) of said actions shall provide written notice to the entire Board of Directors of the proposed action. Notice shall be electronically forwarded to all Members of the Board of Directors at least five (5) business days prior to the first date of voting on the proposed action. Voting on the proposed action shall be conducted electronically. Said action shall be ratified at the next annual, regular or special meeting, whichever occurs earliest. Subsequent to said action being approved, the Board Secretary shall, as soon as practical, prepare minutes recording the action taken, date action was taken and list of Board Members approving it. The Secretary shall immediately thereafter, but no later than five (5) business days after the action was approved, electronically transmitted these minutes to the Board President.

SECTION 9: QUORUM

Thirty percent (30%) of the membership of the Board of Directors shall constitute a quorum for the transaction of all business at Board of Directors meetings.

ARTICLE V: OFFICERS

SECTION 1: NOMINATIONS

Nominations for officers shall be submitted by the Nominating Chair prior to presentation at the Annual Meeting to be considered for a vote. Candidates for President and Vice President must hold the Certified Clinical Transplant Social Worker credential. The Board of Directors will review and approve the final slate for vote by the membership.

SECTION 2: ELECTION

The chief officers of the Society shall be the President, Vice President, Secretary and Treasurer, all of whom shall be elected by a majority vote of the membership present at the annual meeting. All officer nominees shall meet the qualifications of regular membership and should have served on the Board of Directors or a committee. The results of the election will be announced at the annual meeting.

SECTION 3: TERMS AND REMOVAL OF OFFICERS AND OTHER EXECUTIVE COMMITTEE MEMBERS

TERMS: Officers may serve for two (2) terms of two (2) years. The President and Vice President are elected on the even years. Secretary and Treasurer are elected on the odd years. Terms begin January 1 of the year following the election or appointment. The Past Treasurer, Past Presidents, and National Conference Chair will remain on the Board at the discretion of the Executive Committee. Officers and

Executive Committee members must maintain active STSW membership and must submit an annual conflict of interest statement or face possible removal.

REMOVAL: An Officer or an Executive Committee Member, whether duly elected or appointed by the Board of Directors, may be removed at any time during his/her term of office by an affirmative vote of two-thirds of the Board of Directors. The President* of the Board of Directors shall be responsible for providing said officer with a written Notice of Intent to Remove at least ten (10) business days prior to any meeting convened to vote on removal.

Notice of Intent to Remove an officer or Executive Committee member shall be in writing and may be sent electronically and/or via regular mail. The subject officer or Executive Committee member shall have a right to submit any response to the Notice of Intent to Remove to the current President* of the Board of Directors for consideration and transmission to the Executive Committee.

Any response shall be received by the current President* of the Board of Directors no later than five (5) business days prior to the scheduled Board meeting.

Notice of Intent to Remove shall provide the subject officer or Executive Committee member with specific date, time and location of the board meeting when the proposed removal vote shall occur.

The Board's vote and removal decision shall be deemed **final** and **not** subject to appeal.

EMERGENCY REMOVAL: In the event that an Officer or Executive Committee member is subject to removal for cause, specifically for conduct detrimental to STSW's mission and best interests including but not limited to, violation of the bylaws contained herein, engaging in self-dealing, conflicts of interest, breaches of fiduciary duty, criminal activity or any actions adverse to the best interests of the organization, the Executive Committee shall be vested with authority to remove said officer as soon as practicable.

Upon an emergency vote by a simple majority of the Executive Committee said Officer or Executive Committee member shall be immediately removed from his/her respective office AND as a member of the Board of Directors. Upon a subsequent, affirmative vote by two-thirds of the Board of Directors, the removed Officer or Executive Committee member shall be permanently barred from STSW membership.

Removal votes shall be **final** and **not** subject to appeal.

*In the event the current Board President is subject to removal, the duly elected/appointed Vice President shall perform duties specified herein.

SECTION 4: VACANCY

In the event of a vacancy in the office of the President, the Vice President shall assume the office of the President for the remainder of the unexpired term. The Vice President may not accede to the office of

the President unless elected by a majority vote of the membership present at the annual meeting. In the event of a vacancy in the offices of Vice President, Secretary and/or Treasurer, the Board of Directors shall be empowered, by a simple majority vote, to select a member from its Board of Directors to fill the office or offices for the unexpired term.

SECTION 5: DUTIES OF THE PRESIDENT

The President is an ex-officio member of all committees and shall preside at all meetings of the membership and Board of Directors. The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation with the consent of the Treasurer and one other officer and shall have the power to do so and perform such other duties as from time to time may be assigned to the office by the Board of Directors.

SECTION 6: DUTIES OF THE VICE-PRESIDENT

In case of the absence or disability of the President, the duties of that office shall be performed by the Vice President, except as may be limited by a vote of the Board of Directors. The Vice President works in collaboration with the President to ensure that the organization and the Board of Directors are supported in carrying out the mission of the Society.

SECTION 7: DUTIES OF THE SECRETARY

The Secretary shall keep a record of all minutes of all meetings of the Corporation, the Board of Directors, and a record of the reports of committees appointed by the Board. The Secretary will keep a current contact list of all Board members and their terms of duty.

SECTION 8: DUTIES OF THE TREASURER

The Treasurer shall receive and keep an accurate account of all money of the Corporation and shall disburse the same upon the order of the Board of Directors. At the Corporation's annual meeting and/or at the direction of the President, the Treasurer shall provide current financial statements to the membership, Board of Directors, Executive Committee and shall complete the requisite annual financial documentation to comport with all statutory and auditing purposes. The Treasurer shall maintain the Corporation's bank accounts, including all monthly and annual statements, shall keep current records of member's payment of annual dues. The Treasurer may sign contracts with the approval of the President and one other officer. The Past Treasurer completes the books and files taxes for the remainder of the calendar year that his/her term of office terminated.

SECTION 9: RESIGNATION

An officer of the Society may resign from office by notifying the other members of the Executive Committee. The vacancy shall then be filled in accordance with the bylaws.

SECTION 10: DELEGATION OF OFFICERS' POWERS AND DUTIES

In the absence or inability of any officer of the Society and of any person herein authorized to act in his/her place, the Executive Committee may from time to time, delegate the powers or duties of such officer to any Board Member.

SECTION 11: COMPENSATION OF OFFICERS

No officer of this Society shall be entitled to or paid any salary at any time. No part of the net income of the organization shall, in any way, inure to the benefit of any officer of the Society and in the event of the dissolution of this Society, the property of the Society, if any, shall be distributed for the purposes for which the Society is organized and no part of such property shall be, in any event, the property of any of the officers of the Society.

ARTICLE VI: COMMITTEES

The Board of Directors, by resolution adopted by the Board of Directors, may designate and appoint such standing or temporary committees as are deemed appropriate and invest such committees with such powers as it may see fit.

The Board of Directors shall have the power at any time to fill vacancies, change the size or membership of, and to discharge any committee. Each committee shall have and may exercise such power as is set forth in these bylaws or as be authorized by the Board of Directors. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or said director by law.

The Executive Committee shall appoint all committee chairpersons and these committee chairpersons shall appoint members of their respective committees. All committee chairpersons will have a liaison to the executive committee. All committee chairpersons will be eligible for appointment for three years with the possibility of renewal for three additional years.

ARTICLE VII: MEMBERSHIP MEETINGS

SECTION 1: ANNUAL MEETINGS

The annual meeting of the members of the Society shall be held in conjunction with the Annual Conference and at such times and places as determined by the Conference Committee. At the annual meeting the members of the Society shall transact such other business as may come before the meeting. The annual meeting shall be in the place and time as specified in the notice of meeting.

SECTION 2: SPECIAL MEETINGS

Special meetings of the Society may be called by the President or by petition of five (5) members of the Board of Directors. A two-week notice shall be given for such meetings unless three-fourths of the Board of Directors agrees to a shorter term of notice, or its waiver.

SECTION 3: NOTICE OF MEETINGS

Notices of meetings of members of the Society, whether annual or special, shall set forth the date, time and place thereof.

SECTION 4: QUORUM

Thirty percent (30%) of the qualified membership of the Society shall constitute a quorum for the transaction of all business.

ARTICLE VIII: DISSOLUTION

Should the Society be dissolved, any remaining assets will be distributed to charitable organization with similar causes, more specifically, those committed to maintaining the quality of transplants in North America. Specifically, on dissolution of the Society, the Board shall, after paying or making provision for payment of all liabilities of the Society, distribute all assets of the Society to such organizations the board may determine, which are organized and operated under Section 501 © (c)(6) of the IRS Code and are deductible under Section 170 (1) or (2) of the code.

ARTICLE IX: AUDIT

SECTION 1: AUDITOR

The accounts and finances of the Corporation shall be reviewed quarterly by a certified public accountant and may be selected by the Board of Directors and said review shall be submitted to the Board of Directors for its approval. The annual report shall be posted on the Corporation's website.

SECTION 2: ACCOUNTING YEAR

The accounting year of the Corporation shall begin on the 1st day of January and end on the last day of December in each year.

ARTICLE X: FINANCIAL POLICY

The Executive Committee shall decide all matters pertaining to the finances of the Society
for Transplant Social Workers.

No expenditure or Society commitment over five hundred (\$500.00) dollars will be made without prior Executive Committee approval.

Three (3) Debit cards shall be issued in the name of the president, the vice president, and the treasurer.

All expenditure must have corresponding receipts and be within the limits listed above unless preauthorized above that amount.

ARTICLE XI: INDEMNIFICATION OF OFFICERS, DIRECTORS, MEMBERS AND EMPLOYEES

The Society shall indemnify, to the maximum extent of applicable law including pursuant to Arizona Revised Statute, Section 10-1005 c, any person who is a party to, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, or any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor, by reason of the fact that he or she is or was a director, officer, member or employee of the Society or is or was serving at the request of the Society as a trustee, officer, member or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law.

The Society may, to the full extent then permitted by laws and authorized by the Board of Directors, purchase and maintain insurance on behalf of officers, Board of Directors or employees against liability asserted against and incurred by any such person in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify such person against such liability.

ARTICLE XII: CONFLICT OF INTEREST POLICY

SECTION 1: PURPOSE

The purpose of the conflict of interest policy is to protect the interests of the Society for Transplant Social Workers (the "Corporation"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Board of Directors of the Corporation or a person that may be a so-called "disqualified person," within the meaning of Section 4958(f)(1) of the Internal Revenue Code of 1986, as amended (the "Code"). This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable organizations, and it shall be interpreted in a manner consistent with the limitations and restrictions imposed under applicable tax laws.

SECTION 2: DEFINITIONS

INTERESTED PERSON

Any director, principal officer, member of any committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, and any "organization manager," within the meaning of Section 4958(f)(2) of the Code, is an "interested person" for purposes of this policy.

FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

SECTION 3: PROCEDURES

DUTY TO DISCLOSE

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the Board of Directors and members of any committees with any Board-delegated powers considering the proposed transaction or arrangement.

DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- The disinterested Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the disinterested Directors shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the disinterested Directors shall determine by a majority vote, whether the transaction or arrangement is in the

Corporation's best interest and for its own benefit, and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

If the disinterested Directors have reasonable cause to believe that the interested Director has failed to disclose an actual or possible conflict of interest, the disinterested Directors shall inform the interested Director of the basis for such belief and afford the interested Director an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the interested Director and making such further investigation as may be warranted in the circumstances, the disinterested Directors determine that the interested Director has, in fact, failed to disclose an actual or possible conflict of interest, they shall take appropriate disciplinary and corrective action.

SECTION 4: RECORDS OF PROCEEDINGS

- The minutes of the Board of Directors meetings and the minutes of all meetings of committees with Board-delegated powers shall contain(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with 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 disinterested Directors' decision as to whether a conflict of interest in fact existed.
- 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 therewith.

SECTION 5: COMPENSATION

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

Individuals who receive compensation, directly or indirectly, from the Corporation, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters.

SECTION 6: ANNUAL STATEMENTS

Each director, principal officer and member of a committee with Board-designated powers shall annually sign a statement which affirms that such person

- has received a copy of this conflicts of interest policy,
- has read the policy,
- and has agreed with policy,
- and understands that the Corporation is a charitable educational organization and that in order to maintain the Corporation's federal tax exemption the Corporation must engage primarily in activities which accomplish one or more of the Corporation's tax-exempt purposes.

SECTION 7: PERIODIC REVIEWS

To ensure that the Corporation operates in a manner consistent with the Corporation's charitable purposes and that the Corporation does not engage in activities that could jeopardize the Corporation's status as an organization exempt from federal income tax, periodic reviews shall be conducted by the Directors or individuals appointed by the Directors. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits of interested persons are reasonable and are the result of arm's length bargaining;
- and Whether each partnership, joint venture and contractor services arrangement between the Corporation and any non-charitable organization conforms to the written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

SECTION 8: USE OF OUTSIDE EXPERTS

In conducting the periodic reviews provided for in Section 7 and in making any determinations of whether compensation and any property transfer arrangements are reasonable, the Corporation may, but need not, use outside advisors and may rely on the advice of legal counsel. If outside experts are used, their use shall not relieve the Directors of their responsibility for ensuring that periodic reviews are conducted.

SECTION 9: AVOIDANCE OF EXCESS BENEFIT TRANSACTIONS

To ensure that the Corporation operates in a manner that precludes the participation of the Corporation in any "excess benefit transaction," within the meaning of Section 4958 of the Code, the

Directors shall be required to annually maintain and update a current list of (i) the 'disqualified persons' with whom the Corporation may have dealings, and (ii) the "organization managers" of the Corporation.

Each Director, officer and any other person identified as an organization manager shall certify annually to the Corporation in writing that they have not knowingly participated in an excess benefit transaction.

The Directors shall adopt procedures with the assistance of legal counsel for approving compensation and property transfer transactions to ensure that such transactions are reviewed and approved only by Directors who are disinterested and do not have a conflict of interest. The approval of such transactions is based upon appropriate comparability data and that the Directors adequately and contemporaneously document the determination.

CERTIFICATION

These bylaws were approved via Email by a two-thirds majority vote on May 13, 2020. (19 voted to approve, 1 voted to reject, 5 did not vote).

Anne LaFleur, LICSW, CCTSW

Anne LaFleur, LCSW, CCTSW
Bylaws Chair

DATE: 05/13/2020