

International Charter School of Atlanta PTO Bylaws

Article I: NAME

The name of this organization is the ICSAtlanta PTO, Inc. For the purpose of these bylaws, this organization will hereafter be referred to as “PTO” or “the organization”.

Article II: PURPOSE

Section 1:

PTO Mission Statement:

The PTO exists to serve and connect students, parents, staff, and community, and to promote high educational achievement within a global environment, while balancing the emotional and social needs of ICSAtlanta students.

Section 2:

The PTO is promoted through advocacy and educational programs directed toward students, parents, teachers and the community; developed through meetings, committees, projects, and programs; funded through general charitable giving drives, fundraisers and membership dues; governed by the basic policies set forth in Article III (Basic Policies).

Section 3:

The association is organized pursuant to the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable, scientific, literary or educational uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter “IRC”), for the benefit of, to perform the functions of, or to carry out the purposes of ICSAtlanta, a GA state charter school in Roswell, Fulton County, Georgia, in such ways as the board shall determine at its discretion.

Article III: BASIC POLICIES

The following are basic policies of the PTO:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan;
- b. The organization shall work with the school and community to provide quality education and educational enrichment for the children and youth of ICSAtlanta and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the ICSAtlanta Governing Board and the State Charter Schools Commission;
- c. The organization shall work to promote the health and welfare of children at ICSAtlanta and shall seek to promote collaboration between parents, school and the community at large;
- d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II (Purposes) hereof.
- e. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under

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Section 501(c)(3) of the IRC or (ii) by and organization, contributions to which are deductible under Section 170(c)(2) of the IRC;

- f. Upon the dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the IRC and whose purposes are in accordance with those of the PTO; and
- g. The organization of members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Article IV: MEMBERSHIP AND DUES

Section 1:

Any parent, guardian, or other adult standing in loco parentis for a student at ICSAtlanta may be a member of the PTO and shall have voting rights upon annual registration with PTO by providing their contact information. The Principal, Assistant Principal and any teacher/staff member employed at the school may be a member of the PTO and have voting rights upon annual registration with the PTO.

Section 2:

The PTO shall conduct an annual enrollment of members at the beginning of each school year, but may admit individuals to membership at any time during the school year.

Article V: OFFICERS AND THEIR ELECTION

Section 1:

The Officers of the PTO shall consist of:

- a. Two (2) Co-Presidents;
- b. Four (4) Vice Presidents (Community Relations; Special Programs, Fundraising, Student Enrichment);
- c. One (1) Secretary;
- d. One (1) Treasurer
- e. One (1) Staff, appointed by Faculty.
- f. One (1) Parliamentarian - in the event there is no parliamentarian, the secretary shall fulfill these duties

Section 2:

Each individual officer (and individual co-officers) shall have one (1) vote.

Section 3:

Beginning in 2016, officers shall be elected each year in April by a vote of the PTO Membership.

Section 4:

The vote shall be conducted by ballot, only where there is more than one candidate for a position. A majority vote shall be required for election. The co-presidents shall appoint two tellers to oversee the written ballots.

Section 5:

The following provisions shall govern the qualifications and eligibility of individuals to be Officers of the PTO:

- a. Each Officer shall be a member of the PTO;

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- b. No officer may be eligible to serve more than two (2) consecutive terms in the same office, unless another suitable and willing candidate cannot be identified and the board approves the third term;
- c. A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office;
- d. Only one member of a student's immediate family or guardianship can be elected to the board during a school year; and
- e. Each person elected shall hold only one office at a time.
- f. Each person elected must have been a member of the school community for a minimum of one school year

Section 6:

Officers shall assume their official duties upon installation in May. They shall serve for a term of one (1) year.

Section 7:

A vacancy, occurring in any office, shall be filled for the unexpired term by a person elected by majority vote of the board. In case a vacancy occurs in the office of President, the other Co-President will act as sole President. It shall be the job of the remaining co-president to serve notice of the election to fill the vacancy of the second co-president position, and to conduct all business with regards to the special election.

Section 8:

Officer nominations shall be open to all PTO members. Nomination procedures shall encourage and facilitate open participation from all members of the staff, parents, students and community. The selection process will be announced annually, publicized, and overseen by the PTO.

Nominations from the membership and self-nominations will be accepted up until the time of elections.

Notification of proposed officers will be emailed prior to the final voting membership meeting.

Section 9:

The officers shall be elected by the membership annually at the last meeting of the school year by a majority vote of members present. The meeting may be held in person or virtually (at the decision of the current board). If voting virtually, the secretary of the board will take record of attendance and outcome of votes. In the event that there is more than one nominee for any office that office shall be separated from the slate and voting for that office shall be conducted by written ballot. The co-presidents shall appoint two tellers to oversee the written ballots.

Section 10:

A slate of proposed officers shall be publicized in the school office at least ten (10) days prior to the Election Meeting by the board.

Section 11:

The last board meeting of the year (in May) shall be the officer installation and transition meeting.

Article VI: DUTIES OF THE OFFICERS

Section 1:

The **Co-Presidents** shall:

- a. Preside at all meetings of the PTO;
- b. Serve as an ex-officio member of all committees;
- c. Coordinate work of the Officers and committees of the PTO in order that the purposes of the organization may be promoted;
- d. Appoint or dissolve special committees when and where necessary;
- e. Sign and execute all contracts, agreements or other obligations in the name of the ICSATLANTA PTO, as authorized by the board; and
- f. Perform such other duties as may be provided for by these bylaws, as directed by the board.
- g. When possible, the two co-presidents shall be elected to staggered two-year terms so that at least one of those individuals shall continue as co-president for the subsequent school year for transition purposes.

Section 2:

The **Vice Presidents** shall:

- a. Act as aide(s) to the co-presidents;
- b. Perform the duties of the co-presidents in their absence
- c. Coordinate the work of all members and committees serving within the area of each Vice President's responsibility and report back to the general membership regarding the progress and issues with each area of responsibility; and
- d. Perform such other duties as may be provided by these bylaws, or directed by the co-presidents, or by the board.

Section 3:

The **Secretary** shall:

- a. Record the minutes of each board meeting as well as each general membership meeting or any special meeting;
- b. Distribute printed and/or emailed copies of the minutes of the previous meeting within two (2) weeks of general meeting/Executive meeting.
- c. Maintain an accurate membership list.
- d. Have a current copy of the bylaws readily available;
- e. Have minutes from previous meetings for reference at each meeting;
- f. Determine the presence of a quorum prior to any business being conducted;
- g. Call the meeting to order in the absence of the co-presidents and preside until a temporary chair is elected; and
- h. Perform any other duties as may be provided by these bylaws, or directed by the co-presidents, or the board.
- i. Maintain documents in an accessible repository for all board members to access.

Section 4:

The **Treasurer** shall:

- a. Keep such permanent books of account(s) and records, sufficient to establish the items of gross income, receipts, and disbursements of the organization. Such books of account and records shall at

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all reasonable times be open to inspection by any member of the PTO, in good standing, who has made a written request to view the books of accounts and records;

- b. Have custody of the funds of the PTO;
- c. Maintain a full account of the funds of the PTO;
- d. Make disbursements as authorized by the co-presidents, or the board of the PTO in accordance with the budget adopted by the PTO;
- e. Never sign a blank check;
- f. All payments made by the ICSAtlanta PTO will have a receipt to confirm the amount spent;
- g. Never deposit funds of the PTO in a personal or school account;
- h. Always issue a receipt for cash received;
- i. Be prepared to answer all questions promptly and to have records available at all meetings;
- j. Provide a hard copy of the most recent financial statement(s) at each meeting of the board, as well at each general membership meeting;
- k. Present an annual report of the financial condition of the organization;
- l. Have the accounts examined annually (July) if the revenue is over \$50,000 USD, or upon the change of Treasurer by an outside auditor;
- m. Report the findings of the annual audit to the general membership no later than the end of the first quarter of the new school year;
- n. Determine the gross receipts for the previous fiscal year and file the appropriate federal tax form(s) with the IRS;
- o. Provide month end account balance statements in ICSAtlanta PTO Google Drive - Treasurer Folder and Cash on Hand screenshots the day before monthly PTO meetings.
- p. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the co-presidents or by the board.
- q. Maintain documents in an accessible repository for all board members to access.

Section 5:

The Parliamentarian shall:

- a. Be a consultant who advises the co-presidents and other officers, committees, and members on matters of parliamentary procedure;
- b. Be knowledgeable about the PTO and rules of order;
- c. Study the bylaws of the PTO and have a copy on hand at all meetings;
- d. The Co-Presidents shall appoint a parliamentarian.

Section 7:

In order to ensure the success and continuity of PTO Board business, it is imperative that Board members attend the Executive Board meetings. Should any Board member miss two (2) Board meetings consecutively they will be subject to a hearing to remove them from office. If a board member is unable to attend a meeting, they are required to send in updates or any remaining business from previous meetings by email. If the board member is proactive and provides the required updates via email, their absence will not count as a “missed Board meeting”. In addition, should any Board member not respond to emails requesting information that is needed for Board processes repeatedly, as well as refuse meetings with the co-presidents and/or the Parliamentarian then that person will be subject to a hearing.

Section 8:

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When a PTO board member meets with the school administration, at least two (2) board members need to be present. Meeting minutes will be taken at each meeting with the school administration and shared at the next board meeting.

Article VII: FINANCES AND PTO AUDIT

Section 1:

A tentative budget shall be drafted no later than August 31st, for each school year and approved by a majority vote of the PTO members present at the first general membership meeting of the year. Thereafter, the board shall approve all expenses of the PTO.

Section 2:

The PTO audit is a financial review that involves following financial transactions through records to be sure that receipts have been properly accounted for and expenditures made as authorized in the minutes and in conformity with PTO bylaws and budget limitations.

Section 3:

The purpose of an audit is:

- a. To certify the accuracy of the books and records of the Treasurer; and
- b. To assure the membership that PTO resources/funds are being managed in accordance with the PTO financial policies and procedures.

Section 4:

The fiscal year of the PTO shall run from July 1 until June 30. An annual audit shall take place at the end of each fiscal year.

Section 5:

There will be an internal audit should financial accounts not amount to \$50,000. If financial receipts amount to \$50,000 or more, then an external audit will be conducted. The internal audit shall consist of only 1 board member, preferably the Treasurer and a member of the PTO membership. This PTO member should have some financial background and understanding of spreadsheets. The external audit will be conducted by a CPA hired by the board no later than two (2) weeks prior to the end of the fiscal year. The auditor shall not be related to any signees on the financial accounts by marriage or any other relationship.

Section 6:

The annual audit report must be signed, dated, and included in the minutes of the Secretary.

Section 7:

Outgoing officers cannot sign checks for the PTO after the books are closed for audit (June 15). Audits to be completed by June 30. All cash receipts received on behalf of the PTO must be counted in the presence of two (2) or more adult individuals. No one under the age of eighteen (18) shall be permitted to handle money or cash receipts for the organization for any reason.

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Article VIII: REMOVAL FROM OFFICE

Section 1:

Any action, regarding the process for removal from office, shall not be conducted via videoconference, teleconference, or email.

Section 2: Request for removal:

- a. Any member of this PTO can request that a member of the board be removed from office. A written request for the removal of any board member must be sent to ALL members of the board, and shall state the reasons for the request for removal;
- b. Within 7 days of receiving the written request for removal from office, the board shall hold a hearing.
- c. The board shall communicate, in writing, within three (3) days of the vote to the requestor of their decision.

Section 3: Hearing:

- a. Prior to a vote for removal from office, the board member is entitled to a hearing before the board. This hearing may be requested by any member of the board, including the member subject to removal;
- b. A hearing for the removal of an officer shall be held within seven (7) days of the receipt of request for a hearing;
- c. The elected member of the board subject to removal shall be notified in writing no later than three (3) days prior to the hearing. The notification shall be sent certified return receipt, email, phone or text. If the member subject to removal fails to appear, that individual's rights for a hearing are forfeited.
- d. Based on information presented at the hearing, the board may, by 2/3 vote, recommend removal from office. The member subject to removal shall abstain from the vote.

Section 4: Action:

After the hearing of the PTO board, any recommendation for removal from office must be submitted to the membership for action at the next general membership meeting. An officer may be removed by 2/3 vote of the membership present and voting, a quorum (7) having been established. If a board member is removed mid-year, then the governing rules in Article V: Officers and Their Election shall take effect, and a replacement for the vacancy shall be elected.

Article IX: THE BOARD

Section 1:

The board shall be comprised of:

- a. All elected officers
- b. One (1) teacher/staff member, appointed by the faculty

Section 2:

- a. Regular, monthly meetings of the board shall be held with the date and time to be fixed at its first meeting of the year. The meeting times and dates shall stay consistent over the term of the current fiscal year. Three (3) days notice shall be given of a cancellation or change of date and time unless emergency conditions prevent such notice. Meetings via videoconference or teleconference are permitted with the following provisions:

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- b. The meeting must be conducted by a technology that allows all participants simultaneous communication;
- c. A quorum must be achieved and maintained in order to conduct business;
- d. Speakers must identify themselves
- e. Minutes of the meeting must be taken and ratified at the next regular meeting; and
- f. Any action regarding the process for removal from office shall not be conducted via videoconference or teleconference.

Section 3:

Special meetings of the board may be called by the co-presidents upon written notice to all of the board members with three (3) days notice.

Section 4:

A majority of the Board shall constitute a quorum for the transaction of business.

Section 5:

Duties of the board shall be to:

- a. Transact business referred to it by the membership of the organization;
- b. Have the ability through a 2/3 majority vote to change verbiage of the budget as it deems necessary without a general PTO membership vote. Such changes include, but are not limited to, adding, removing or renaming categories; modifying amounts within categories based on changes in income or expenses not known at the time of the general PTO meeting. All changes shall be recorded in the meeting minutes and will be detailed and reported on at the next upcoming general meeting to the PTO general membership. Special expenditures in an amount exceeding twenty percent (20%) of the PTO's annual income shall be subject to the approval of the general membership voting at a general meeting, notice of which specifically stating the budget expenditure to be voted upon shall be given at least fourteen (14) days in advance of such vote. Special expenditures or changes to the budget in amount(s) less than 20% of the PTO's annual income may be approved by the board with a 2/3 majority vote;
- c. Create or dissolve special or standing committees as necessary to promote the purposes of the PTO;
- d. Appoint standing committee chairpersons and members;
- e. Receives plans of work from committee chairpersons and approve them before their implementation;
- f. Act in emergencies between meetings of the board;
- g. Present a report at each general membership meeting;
- h. Select an auditor for the annual audit of the PTO;
- i. Prepare and submit an annual budget to the PTO general membership for adoption;
- j. Approve payment of routine bills within the limit of the approved budget;
- k. Fill all vacancies in office;
- l. Conduct hearings for removal from office;
- m. No voting by the board is permitted by proxy.

Section 6:

Upon expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the board, they shall automatically cease to be a member of the board and shall be relieved of all duties and responsibilities incident to such membership. All records, funds, books, and other materials pertaining to the position shall be relinquished to the co-presidents within fourteen (14) days. If one of the

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presidents is leaving, then all records, funds, books, and other materials pertaining to the position shall be relinquished to the remaining president.

Article X: STANDING AND SPECIAL COMMITTEES

Section 1:

Only members of the PTO shall be eligible to serve in any elective or appointed position.

Section 2:

The board may create or dissolve any special committees as it deems necessary to promote the purposes of the PTO.

Section 3:

Each committee chairperson shall be recruited and serve for a one year term. No person may be eligible to serve more than two (2) terms as the chairperson of a committee, unless no successor volunteer is recruited. A person who has served as a committee chairperson for more than one half of a full term shall be deemed to have served the full term of such office.

If a board member recruits a new committee chairperson or replaces an existing chairperson, a PTO board vote is required to approve this change.

Section 4:

Duties of each committee chair shall be to:

- a. Transact the business referred to it by the board and the Vice President in charge of that committee;
- b. Appoint members of such committee, as necessary;
- c. Approve the work of the committee members; and
- d. Present Committee Plans to the Vice President and/or the board at least 3 days prior to the regularly scheduled meeting of the board.

Section 5:

If any standing committee chairperson shall at any time cease to fulfill the duties of the position, that person may be removed from the board by a 2/3 vote of the board.

Article XI: GENERAL MEMBERSHIP MEETINGS

Section 1:

At least three (3) regular general membership meetings of the PTO shall be held during the school year. Dates and times of these meetings shall be determined by the board and announced at least two (2) weeks prior to the meeting. Three (3) days notice shall be given of a cancellation or change in date and/or time, unless emergency conditions prevent such notice being given. Meetings by teleconference or videoconference or internet are permissible as long as appropriate technology is used and is reasonably accessible to all PTO members.

Section 2:

Special meetings of the PTO may be called by the co-presidents with three (3) days notice being given.

Section 3:

The Election shall be held at the last general membership meeting of the school year.

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Section 4:

The privilege of making motions, debating, and voting shall be limited to validly registered members of the PTO for the current membership year.

Section 5:

Seven (7) members shall constitute a quorum for the transaction of business in any meeting of the general membership of the PTO, and upon the Secretary establishing a quorum, a simple majority is required to pass a motion, except in the cases identified within these bylaws as requiring 2/3 majority.

Section 6:

Any voting member of the PTO may request that roll be taken immediately after a vote on a motion to confirm only one vote per registered member has been cast. Roll will be taken only if it is evident that unauthorized votes may alter the result of the motion.

Article XII: FISCAL YEAR AND IRS FORMS**Section 1:**

The fiscal year of the PTO shall begin on **July 1** and end on the following **June 30**.

Section 2:

The fiscal year is:

- a. A twelve (12) month period used for filing the appropriate 990; and
- b. Registered with the IRS when the first 990 is filed.

Section 3:

The PTO shall make available for review to the general membership copies of any IRS form 1023 and copies of any IRS forms 990, 990N or 990EZ filed by the PTO for the most recent three (3) years, upon written request to the current Treasurer.

Article XIII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern membership meetings when they are not in conflict with the organization's bylaws.

Article XV: DISSOLUTION

The organization may be dissolved with previous notice of the intent to dissolve being given to the entire general membership. Once a quorum has been established, a vote of 2/3 of the general membership present is sufficient to dissolve this organization. Following dissolution, the organization shall follow the bylaws regarding the proper distribution of assets for a 501(c)(3) organization.

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Article XVI: AMENDMENTS

Section 1:

These bylaws may be amended at any regular or special meeting of the general membership with the following provisions:

- a. Notifications of the proposed amendment(s) has been given to the board at least fourteen (14) days prior to a regularly scheduled the board meeting;
- b. Notifications of the proposed amendment(s) has been given to the general membership at least thirty (30) days prior to a regularly scheduled meeting;
- c. Notice may be given via mail or email to the board;
- d. Notification must state the proposed amendment(s) to be changed, as well as to outline the change(s) and the necessity for the change(s);d: Amendments will be approved by 2/3 vote of the general membership present, once a quorum has been established; and
- e. The updated amendment(s) shall become effective upon receipt of updated documents.

Section 2:

An updated, and most recent, copy of the bylaws shall be kept by each member of the board.

Section 3:

The most current copy of these bylaws will be housed on the PTO website for review by the general membership.

Article XVII: CONFLICT OF INTEREST POLICY

Section 1: Purpose

The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee member 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. A disinterested outside attorney may be brought in as a consultant on issues surrounding conflicts of interest.

Section 2: Definitions:

- a. Interested Person: Any director, principal 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.
- b. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment in an entity with which the organization has a transaction or arrangement;
 - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement;
 - iii. 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

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interest. Under Section 3b of this Article XVII, a person who has a financial interest may have a conflict of interest only if the board determines that a conflict of interest exists.

Section 3: Procedures:

- a. **Duty to Disclose:** In connection with any actual or possible conflict of interest, and interested person must disclose the existence of the financial interest and be given the opportunity to attend a board meeting in order to disclose all material facts to the board.
- b. **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 board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executives shall decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest:**
- d. An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving possible conflict of interest.
 - i. The co-presidents shall, if appropriate, use a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - ii. After exercising due diligence, the board 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.
 - iii. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested committee 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.
- e. **Violations of the Conflict of Interest Policy:**
 - i. If the board or any committee has a 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.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings:

The minutes of the board and all 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 board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

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Section 5: Compensation:

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

Section 6: Annual Statements:

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

- a. Has received a copy of the Conflict of Interest Policy;
- b. Has read and understood the policy;
- c. has agreed to comply with the policy;
- d. Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews:

To ensure that 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, at a minimum, include the following:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining;
- b. Whether partnerships, joint ventures, and 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 the inurement, impermissible private benefit, or an excess of benefit transaction.

Section 8: Use of Outside Experts:

When conducting the periodic reviews, as provided for in Section 7 of Article XVII (Conflict of Interest Policy), the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Officers of the board of their responsibility for ensuring that periodic reviews are conducted.