

Bylaws of UNIRONDACK, INC.

ARTICLE I Identification

Section 1. The name of the corporation is UNIRONDACK, INC. (Hereinafter referred to as "Corporation").

Section 2. The principal office of the Corporation shall be located in New York State.

Section 3. The seal of the Corporation shall be circular in form, suitable for impressing or imprinting the same upon paper. It shall contain the name of the Corporation and the date of incorporation.

Section 4. The fiscal year of the Corporation may be fixed by resolution of the Board of Directors.

Section 5. Hereinafter in the bylaws, Unitarian Universalist shall refer to Unitarian, Universalist, or Unitarian Universalist churches, fellowships, or associates.

ARTICLE II Membership and Voting at Corporation Meetings

Section 1: Voting membership in the Corporation shall be open to all Unitarian Universalist Churches, Societies, and Fellowships located within the Saint Lawrence Unitarian Universalist District (SLUUD) or located within districts that are geographically adjacent to SLUUD and pay annual dues as determined by the Board of Directors. Each such member congregation shall be entitled to send two (2) voting delegates to any meeting of the Corporation. Recognized Unitarian Universalist youth organizations in SLUUD or geographically adjoining districts to SLUUD may each appoint one voting delegate to the Annual Meeting.

Section 2: Voting membership in the Corporation shall also be open to any individual who has attended Unirondack as a camper, acamper's family, and Corporation staff members, except that the right to vote for prospective, current, and former staff shall be limited as provided below.

Section 3: In addition, voting membership shall be open to any individuals not meeting the previously stated criteria subject to approval of the Board of Directors. Annual membership dues shall be determined by the Board of Directors. To the extent the Board of Directors provides membership categories for families, said families are entitled to one vote. For the purposes of this section, family is defined as all who choose to define themselves as such.

Section 4: Voting members of the Corporation may be removed from membership with the Corporation by the Board of Directors for good cause. Good cause may include, but is not limited to, misconduct; harassment of members, directors, officers, campers or any other member of the Unirondack community, including staff; and violation of Unirondack policies and/or these bylaws. Such removal for good cause shall only occur after written notice to the member(s) stating that a vote on removal will be made. Such member(s) may, within Fourteen (14) days of receipt of the notice, request a meeting with the Board at which they will have an opportunity to be heard. The Board shall issue a written decision within Thirty (30) days of when such meeting shall have been requested or occurred. Member removal shall require a vote of the majority of the Board of Directors.

Section 5: Individuals who have been employed by the Corporation in the last 8 months, who have a pending offer of employment from the Corporation, who have accepted future employment from the Corporation, or who are employed by the Corporation may not vote in Corporation meetings but may enjoy the other benefits of membership except to the extent such benefits are inconsistent with their employment situation, the terms of the termination of their employment, or any other applicable legal restrictions.

Section 6: Notwithstanding the forgoing, members may not vote during the first 60 days of their initial membership. Renewing members may vote upon renewal except that if a membership lapsed over two years ago, such renewed membership is considered a new membership for purposes of this section.

Section 7: The Board of Directors shall cause to be compiled a list of the eligible voters for any Corporation meeting and shall publicize the number of such eligible voters by including such in the minutes of the meeting or other document that is publicly available on the Corporation's website. Such list shall be updated with regularity to include new voting members and to remove any individuals who are no longer members by reason of removal, resignation, etc.

Section 8: Eligibility to vote at Corporation meetings shall be governed by the laws of the State of New York.

ARTICLE III Meetings

Section 1: The Annual Meeting of the members shall be held during the annual members weekend at such time as may be fixed by the Board of Directors. Other meetings of the members shall be called by the Secretary at the request of the Board of Directors or upon the written request of twenty individuals that are entitled to vote at a Corporation meeting.

Section 2 Notice of any meeting shall be sent to each voting member by US mail or other appropriate written means, including e-mail. In addition, notice to member Unitarian Universalist Churches, Societies, and Fellowships and member institutions shall include notice via US mail at its last known Post Office address. All such notices shall be provided at least thirty (30) days prior to the date of such meeting, and not more than ninety (90) days prior thereto. The date of notice provided via US mail and other notices shall be the date of mailing or transmission.

Section 3. Ten members or 20% of the total membership, whichever is less, of the corporation present and entitled to vote, shall constitute a quorum at any meeting of members. Less than said 10 members entitled to vote may adjourn the meeting from time to time, and at any such adjournment, provided a quorum is present, any business may be transacted which might have been transacted had the meeting been held as originally called.

Section 4:

Notices will be sent to all members via email or other normal written means as vacancies occur and/or a minimum of 60 days prior to the Annual Meeting publishing the needs and requirements for filling any open positions on the Unirondack Board of Directors. Bios and information on nominees being put forward by the Board for election at the Annual Meeting shall be delivered to members via e-mail or other normal written means a minimum of 30 days prior to the annual meeting.

ARTICLE IV Board of Directors

Section 1. The business, affairs and property of the Corporation shall be managed by a Board of ten (10) Directors, which shall be designated as provided in Section 2 hereof. The Board of Directors shall have and shall exercise all of the rights and privileges legally exercisable by the Corporation, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws. The district executives of any district affiliated with the Unitarian Universalist Association, which districts serve churches or fellowships located within the State of New York, shall be non-voting ex-officio members of the Board of Directors.

Section 2. Each member of the Board of Directors (except the Youth Representative) shall fit one of the following criteria:

- 1) a member in good standing of a Unitarian Universalist Congregation within SLUUD
- 2) a member in good standing of a Unitarian Universalist Congregation located within in a district geographically adjacent to SLUUD

- 3) a member in good standing of the Church of the Larger Fellowship who resides in the geographic area covered by SLUUD or within a district geographically adjacent to SLUUD
- 4) a person not fitting the above criteria shall be eligible to serve on the Board of Directors provided that a majority of the Board of Directors approves of the candidate.
- 5) A person who is a member in good standing of Unirondack Inc.

Section 3. The Board of Directors (except the Youth Representative) shall be elected by the voting members of the Corporation at the annual meeting. There shall be elected nine (9) Directors of the Corporation (not including the Youth Representative), three of whom will be elected each year, each for a term of three (3) years. At the expiration of any term of three (3) years, any Director may be reelected for one additional term only. In addition, two (2) co-Youth Representatives, chosen in a free vote of Ballou 2, become voting members of the Unirondack Board of Directors, in accordance with limitations of New York State law, for a term of one (1) year. The co-Youth Representatives will share one (1) vote; in the event that only one (1) co-Youth Representative is in attendance at any meeting, said co-Youth Representative will vote on behalf of both co-Youth Representatives. In the event of the death, incapacity to serve, or resignation of any Director, a successor shall be elected by a majority of the Board of Directors to fill the vacancy until the expiration of the term.

Section 4: The Board of Directors of Unirondack may propose a slate of candidates to fill open positions at the Annual Meeting of membership. In addition, any delegate or member may make nominations from the floor for any position to be filled. In the event of the inability of a member to serve, the Board of Directors will fill the vacancy.

Section 5: At all meetings of the Board of Directors, two-thirds of the Directors shall constitute a quorum, and the affirmative vote of not less than a majority of the entire Board of Directors will be necessary to adopt any measure.

Section 6: The Board of Directors shall meet regularly once each calendar quarter. Special meetings may be called by the President or any three Directors upon five (5) days written notice to the Directors.

Section 7: A member of the Board of Directors may be removed for cause by majority vote of the voting members of the Corporation.

Section 8: The Directors shall serve as such without compensation.

ARTICLE V Officers

Section 1: The principal officers of the Corporation shall be members of the Board of Directors and shall consist of the President, one Vice President, a Secretary, and a Treasurer, and any such other officers and assistant officers and agents as may be deemed necessary by the Board of Directors.

Section 2: The principal officers of the Corporation shall constitute the Executive Committee of the Board of Directors and shall be empowered to make decisions that must be made prior to the next scheduled board meeting.

Section 3: The officers shall be chosen annually by the Board of Directors at the Board of Directors meeting immediately following the Annual Meeting of the Corporation or as soon thereafter as may be conveniently possible. Each officer shall hold office until a successor is chosen and qualified or until his or her death or resignation or removal.

Section 4: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5: Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary and such resignation shall take effect at a time specified therein. Any vacancy in any office shall be filled for the unexpired term by the Board of Directors.

Section 6: The President shall preside at all meetings of the Board of Directors, and discharge all the duties which devolve upon a presiding officer, and shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors and shall cause a report of the Board's proceedings for the year to be made at each annual meeting.

Section 7: The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as the Board of Directors may prescribe.

Section 8: The Secretary shall keep or cause to be kept in books provided for the purpose the Minutes of the meetings of the Members and the Board of Directors. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall be custodian of the records of the Corporation, and in general shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 9: The Treasurer shall have the care and custody of all the monies and securities of the Corporation. The Treasurer shall cause to be entered in books of the Corporation full and accurate accounts for all monies received by and paid out by the Treasurer on account of the Corporation; the Treasurer shall make such reports, statements and instruments as may be required of the Treasurer by law or the Board of Directors, and shall perform such other duties as usually pertain to the office of Treasurer and as are required of a Treasurer by the Board of Directors. The books of the Corporation shall be examined at least once every five (5) years by a licensed public accountant appointed by the Board of Directors and a report of the financial condition of the Corporation shall be presented in writing to the membership at each annual meeting.

Subordinate officers shall consist of such other officers and assistant officers and agents as may be deemed necessary elected and appointed by the Board of Directors. Each subordinate officer shall hold office for such period and shall have such powers and perform such duties as, from time to time, may be conferred or prescribed by the Board of Directors.

Section 10: The officers shall serve as such without compensation.

ARTICLE VI Staff

Section 1: The Board of Directors shall employ such staff of employees and agents, upon such terms, conditions and compensation as the Board of Directors from time to time may determine.

Section 2: No Director may serve in the capacity of Director while a paid employee or agent of the Corporation. Vacancies in the Board of Directors as a result of becoming a paid employee shall be filled by the Board of Directors.

Section 3: No individual who benefits from a compensation arrangement with the Corporation may be present or participate in any deliberation or vote on their compensation (although they may, upon request, present information as background or answer questions at a committee or board meeting).

ARTICLE VII Committees

Section 1: The Board of Directors may establish committees to facilitate the conduct of the business of the Board of Directors, and may delegate to such committees such powers as may be necessary or convenient for the proper exercise of a committee's assigned responsibilities.

Section 2: The Board of Directors shall appoint by majority vote an Audit Committee. The Audit Committee shall:
(a) Consist of three (3) or more Independent Directors, as defined in item b, of which at least two will come from the

Board of Directors. Where practical, no member of the Executive Committee shall serve as a member of the Audit Committee.

- i. The senior member of the Audit Committee shall serve as Chairman; this Chairman may not be the Treasurer of the Board;
- ii. An Independent Director is defined as an individual who:
 1. is not, and in the last three (3) years has not been, an employee of the Corporation or any affiliate and does not have a relative who is, or in the last three (3) years has been, a key person of the Corporation or any affiliate;
 2. in each of the last three (3) fiscal years, has not received (and does not have a relative who has received during this period) more than \$10,000 in direct compensation from the Corporation or any affiliate (other than the reimbursement of expenses reasonably incurred as a trustee or reasonable compensation for services as a trustee);
 3. is not a current employee of, or does not have a substantial financial interest in (and does not have a relative who is a current officer of or who has a substantial financial interest in) any entity that made payments to (or received payments from) the Corporation or any affiliate for property or services in an amount which, in any of the last three (3) fiscal years, exceeded the lesser of \$25,000 or 2% of the entity's consolidated gross revenue; and
 4. is not and does not have a relative who is a current owner, whether wholly or partially, director, officer, or employee of the Corporation's outside auditor or who has worked on the Corporation's audit in the last three years.

- (b) Oversee the accounting and financial reporting processes of the Corporation and the audit of its financial statements;
- (c) Annually retain or renew the retention of an Independent Auditor, which is defined as a certified public accountant performing the audit of the financial statements of the Corporation required by Executive Law Section 172-b(1);
- (d) Review with the Independent Auditor the results of the audit (including the management letter);
- (e) Review with the Independent Auditor the scope and planning of the audit prior to commencement; Review and discuss with the Independent Auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the Corporation's accounting and financial reporting processes;
- (f) Annually consider the performance and independence of the Independent Auditor; and
- (g) Report its activities to the Board of Directors.

ARTICLE VIII

Finance

Section 1: All bills, notes, checks, drafts, and commercial papers of all kinds to be executed by the Corporation as maker, acceptor, endorser, and otherwise, and all assignments and transfers of securities, contracts or written obligations of the Corporation, and all negotiable instruments shall be made in the name of the Corporation and shall be signed by such persons as the Board of Directors may from time to time designate. Nothing herein shall prevent the securities owned by the Corporation from being carried in the names of a nominee to be designated by the Board of Directors.

Section 2: The Corporation is hereby granted the authority and power to be exercised by the Board of Directors to borrow money and to secure the repayment thereof by a mortgage or pledge of the assets of the Corporation or by assignment of sums due and to become due to the Corporation, except as limited by Section 3 of this article. The amount, the interest rate and repayment terms shall be approved by the Board of Directors as shall the nature of the collateral given to secure the repayment of borrowings.

Section 3:

- (a) The money collected for the Secure the Legacy Foundation Campaign initiated in 2011 shall be deposited in an account with the Unitarian Universalist Common Endowment Fund, unless such fund becomes unavailable, in which event it shall be deposited as directed by the Board of Directors.

(b) No money shall be removed from the Secure the Legacy account until after the amount in the Secure the Legacy has exceeded \$300,000, except that in the event that monies are necessary to address damage to the Corporation or its facilities from acts of god, warfare, vandalism, crime, or terrorism, then monies may be withdrawn to address such damage to the extent such withdrawals are necessary to address the damage and continue operation of the Camp.

(c) Two signatures shall be required to withdraw money from the Secure the Legacy account, only one of which may be an employee. The President, Treasurer, one additional Director, and one employee shall be signatories on the Secure the Legacy account.

(d) After the date the Secure the Legacy account has exceeded \$300,000, withdrawals from the Secure the Legacy account may be made as approved by the Board of Directors, except as limited herein. The amount of withdrawals from the Secure the Legacy account in any fiscal year may not exceed 5% of the average value of the account calculated by averaging the value of the 3 quarters previous to that fiscal year, except that a larger amount may be withdrawn from the Secure the Legacy account if approved by a vote of three fourths of the Members attending a meeting of the Membership.

ARTICLE VIX Property and Assets

Section 1: The Corporation is hereby authorized and empowered to purchase, lease, or acquire any and all real and personal property required, necessary or advisable for the uses and purposes of the Corporation, and to hold title thereto in the name of the Corporation or its agent or nominee.

ARTICLE X Conflict of Interest

Section 1: Disclosure.

- (a) Initial Disclosure. Prior to election to the Board of Directors, and thereafter on an annual basis, all Directors shall disclose in writing, to the best of their knowledge, any Interest (as defined herein) such a Director may have in any corporation, organization, partnership, other entity or individually which provides professional or other goods or services to the Corporation for a fee or other compensation, and any position or other material relationship such Director may have with any other not-for-profit corporation with which the Corporation has any business relationship (collectively, a "Conflict of Interest"). A copy of each disclosure statement shall be available to any Director of the Corporation on request. A conflict of interest disclosure form is in Appendix B. Such disclosures shall be submitted to the Audit Committee for review. A copy of each disclosure statement shall be kept in the Corporation's files and made available to any Director upon request. The Chair of the Audit Committee also shall provide a copy of all completed statements to the Chair of the Board.
- (b) Subsequent Disclosure. If at any time during his or her term of service, a Director, Officer, or Key Party acquires any Financial Interest, or when any matter for decision or approval comes before the Board of Directors in which a Related Party has a Financial Interest, that Financial Interest or potential Related Party Transaction must be promptly disclosed in writing to each member of the Board of Directors, together with all material facts. Failure to disclose to the Board of Directors a known Financial Interest, a known Related Party Transaction, or a known conflict of interest may be grounds for removal from the Board of Directors or termination from the Corporation.
- (c) Ongoing Obligation of Disclosure. When any matter for decision or approval comes before the Board of Directors, or any committee of the Board of Directors, in which a Director has an Interest or other Conflict, that Interest or other Conflict shall be immediately disclosed to the Board of Directors or relevant Committee by that Director.

Section 2: Definitions.

- (a) Conflict of Interest: any related-party transaction.
- (b) Related-Party Transaction: any transaction, agreement or any other arrangement in

which a related party has a financial interest and in which the Corporation or any affiliate of the Corporation is a participant, except a related party transaction does not include:

- i. The transaction itself or the related party's interest in the transaction is *de minimis*;
 - ii. The transaction would not customarily be reviewed by the Board of Directors or similar corporations in the ordinary course of business and is available to others on the same terms; and
 - iii. The transaction constitutes a benefit provided to a related party solely as a member of a class of beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.
- (c) Related Party: may be any of the following:
- i. any director, officer or key person of the Corporation or any affiliate of the Corporation;
 - ii. any relative of any director, officer or key person of the Corporation or any affiliate of the Corporation; or
 - iii. any entity in which any individual described in Items (i) and (ii) of this subparagraph has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).
- (d) Key person: any person, other than a director or officer, whether or not an employee of the Corporation, who:
- i. has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers;
 - ii. manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or
 - iii. alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.
- (e) Relative: A Relative may be defined as any of the following:
- i. a spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or
 - ii. a domestic partner

Section 3. Voting. No Director shall vote on any matter which he or she has a Conflict of Interest.

Section 4. Non-Participation. Any Director who has a Conflict of Interest in a matter shall leave the room in which the discussion regarding that matter is carried on, if so requested by the Board of Directors or the relevant Committee, provided that the interested Director may participate in the initial discussion regarding his or her conflict and absence.

Section 5. Attempts to Influence. Directors shall not attempt to influence other Directors regarding matters in which they have a Conflict of Interest.

Section 6. Conflicts Review Committee. Unless another standing committee should have a charge authorizing it to address the topics discussed herein, an *ad hoc* Conflicts Review Committee of the Board of Directors, comprised entirely of Directors without an Interest (as defined herein) in a given transaction, shall be duly appointed and convened by the Board of Directors to review any transaction or agreement that is proposed for approval by the Board of Directors, which might be considered to constitute a Conflict of Interest (an "Interested Party Transaction") for a particular Director. If no formal Conflicts Review Committee is convened, the Board of Directors (not including the Director having an Interest in the applicable transaction) may act in its stead.

Section 7. Standard of Review. In any instance where a Conflict of Interest is being reviewed, and is so material that it would customarily warrant formal approval by the Board of Directors, either the Transaction Review Committee shall thoroughly review the transaction and submit to the Board of Directors a recommendation as whether or not it should be to approved, or the Board of Directors, itself, shall thoroughly review the transaction and render a binding determination as to whether it should be to approved. Any recommendation or decision by the Transaction Review Committee or the Board of Directors concerning a Conflict of Interest shall be approved by a majority vote of the Directors or committee members entitled to vote on the matter and comply with each of the following requirements:

- (a) to the extent practicable, all recommendations or decisions shall be rendered upon review of information compiled from at least two (2) independent appraisals of other comparable transactions; and,
- (b) a written summary of the review shall be prepared, revealing the details of the transaction, materials or other information reviewed, Directors present at times of discussion, identities of those who voted in favor of the transaction, opposed the transaction, abstained from voting and/or absent and confirmation of the action taken.

Section 8. Acknowledgment of Relationships. The Corporation encourages Directors and staff to participate in events and programs at Unirondack in order to gain a sense of the Community and explore their personal interests. Participation in events at Unirondack does not, in and of itself, constitute a conflict proved that the attendee does not receive special pricing, benefits, scholarship, and/or other discounts not awarded to other individuals in similar circumstances.

Section 9. Duty of Care, Loyalty, and Obedience.

- (a) Duty of Care. All members of the Board of Directors shall exercise the same standard of care that a reasonable person, with similar abilities, acumen & sensibilities, would exercise under similar circumstances at all times. Each Officer and Director of the Corporation shall endeavor to understand all, or substantially all, of the consequences of his/her actions and/or the omissions.
- (b) Duty of Loyalty. No Officer or Director shall be permitted to engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer or Director shall be permitted to take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest. All Directors are expected to represent the interests of this Corporation at all times while serving as members of the Board of Directors.
- (c) Duty of Obedience. No officer, director or employee shall be permitted to disobey an authorized decision of the Board of Directors and/or Membership.

Section 10. Other.

- (a) The Board of Directors shall create and maintain a conflict of interest policy. All directors, officers, and key employees shall be required to review and sign a conflict of interest declaration annually. (Appendix ____).

ARTICLE XI Amendments

Section 1: These Bylaws may be amended at any time by a vote of two-thirds of the whole number of individuals eligible to vote and present and voting at any regular or special meeting of the Corporation, provided written notice of the proposed amendment is given in or with the notice of the meeting.

Section 2: The authority to interpret and construe these Bylaws shall be vested in the Board of Directors.

APPENDIX I

Unirondack, Inc. Conflict of Interest Policy Certificate

This certificate must be signed and delivered to the Secretary of the Board of Directors.

- (A) ____ (initial) I have read and understand the Policy as outlined in the By-Laws; and
- (B) ____ (initial) I agree to comply with the Policy;

The undersigned, by his or her signature, certifies as indicated above and acknowledges his or her understanding of the implications of the Policy.

Signature

Print

Position

Date

APPENDIX II
Conflict of Interest Disclosure Form for Compliance with Article X

Name: _____

Title/ Position: _____

In responding to these questions, please note that a “yes” answer does not imply that the relationship or transaction is necessarily inappropriate or prohibited.

1. Are you an officer, director, trustee, member, owner, or employee of any entity with which the Corporation has a relationship?

Yes _____ No _____

If the answer is “yes” please list the names of such entities, your affiliation with that entity, and the approximate dollar amount of business involved with the Corporation in the past year:

2. Are any of your Relatives¹ an officer, director, trustee, member, owner, or employee of any entity with which the Corporation has a relationship?

Yes _____ No _____

¹ “Relative” means your domestic partner, spouse, ancestors, siblings and their spouses, children and their spouses, grand children and their spouses, and great-grandchildren and their spouses.

If the answer is “yes” please list the names of such entities, your Relative’s affiliation with that entity, and the approximate dollar amount of business involved with the Corporation in the past year:

3. Do you have a Financial Interest² in any Corporation, organization, partnership, or other entity which provides goods or services to the Corporation for a fee or other compensation?

Yes _____ No _____

If the answer is “yes” please list the names of such entities, the nature of your Financial Interest, and the approximate dollar amount of business involved with the Corporation in the past year:

4. Do any of your Relatives have a Financial Interest in any Corporation, organization, partnership, or other entity which provides goods or services to the Corporation for a fee or other compensation?

Yes _____ No _____

If the answer is “yes” please list the names of such entities, the nature of your Relative’s Financial Interest, and the approximate dollar amount of business involved with the Corporation in the past year:

5. Do you hold a position or have some other material relationship with any not-for-profit Corporation with which the Corporation has a business relationship?

Yes _____ No _____

If the answer is “yes” please list the names of such entities, the nature of your relationship (e.g., employee, board member), and the approximate dollar amount of business involved with the Corporation in the past year:

² “Financial Interest” means a direct or indirect economic benefit from any transaction, agreement, or compensation arrangement involving the Corporation, including, but not limited to, direct or indirect remuneration, or gifts or favors that are not *de minimis*.

6. Do any of your Relatives hold a position or have some other material relationship with any not-for-profit Corporation with which the Corporation has a business relationship?

Yes _____ No _____

If the answer is "yes" please list the names of such entities, the nature of your Relative's relationship (e.g., employee, board member), and the approximate dollar amount of business involved with the Corporation in the past year:

7. Are you aware of any other transaction in which the Corporation is a participant and in which you may have a conflicting interest?

Yes _____ No _____

If the answer is "yes", please identify the transaction and describe the potential conflict:

I affirm that the foregoing information is true and complete to the best of my knowledge and that should any of my responses to this questionnaire change at any time, I will notify the Corporation's Board of Directors.

Name: _____

Date: _____

Signature: _____