

Attachment G

**Conflict of Interest Policy
By-Laws & Constitution (Article VI)**

ARTICLE VI
MEETING, QUORUM, AND CONFLICT OF INTEREST

- A. The Board shall meet at least once a quarter for general meetings.

Regular Meetings. According to the State Sunshine Law, the Board shall conduct regular meetings upon at least seven day prior written notice to all members setting forth the date, time, location, and proposed agenda of the meeting.

- B. The Chairperson shall call special meetings of the Board whenever meetings are considered necessary, or whenever requested in writing by at least 25% of the voting Board members.

According to State Sunshine Law, the special meeting shall be held upon at least seven days prior written notice setting forth the date, time, location, purpose of the special meeting, and the names of the members calling the meeting if not called by the Chairperson.

- C. The Chairperson, or his or her designee, is responsible for sending a notice via email or telephone of each meeting to each voting and nonvoting Board member, giving adequate time for preparation for the meeting.

Notice. Notice of any meeting of the Board shall be delivered personally, sent by mail, e-mail or faxed to each member at the address as shown in the records of the Board. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email or fax, such notice shall be deemed to be delivered when the notice is sent. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ATTENDANCE AT MEETINGS

- A. Board members are expected to attend a majority of meetings of the Board and if not able to do so are recommended to tender their resignation. Board members must have a proxy substitute to be able to maintain their seat, vote on the Board and participate in one or more committees.
- B. Except for actions required by the Act or its implementing regulations to be taken by the Board, the Executive Committee shall have the power to transact business between regular

Board Meetings. All transactions of the Executive Committee shall be reported in full as the next scheduled meeting or the Board.

QUORUM

- A. A quorum shall consist of 33% of the members of the Board. Once quorum is met, it shall stand for the duration of the meeting. To be valid, any action of the Board must receive the approval of a majority of the members at the meeting.
- B. At all meetings of the Board, 33% of the membership shall be necessary and sufficient to constitute a quorum for the transaction of business. Actions of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting and reschedule the meeting within not more than four weeks, with notice to all members of the group.

CONFLICT OF INTEREST

- A. A conflict of interest occurs when a Board member has a personal interest that may affect how the official carries out his or her county duties. The test is whether a reasonable person would question the official's impartiality. A conflict of interest may occur even if the official is not actually influenced by the personal interest. Each Board member shall consult with the County Ethics Commission about any conflict of interest or potential conflict of interest before participating in discussion and decision-making of potential conflict of interest matters.