

**Corporation Bylaws
CHPcommunity, Inc.
dba Iowa Community HUB**

ARTICLE I

Name, Offices, and Incorporation

Section 1.1: Name. The name of the Nonprofit Corporation is CHPcommunity, Inc. CHPcommunity, Inc. does business as the Iowa Community HUB and hereinafter will be referred to as such or “HUB” throughout the document.

Section 1.2: Offices. 939 Office Park Road, West Des Moines, Iowa 50265.

Section 1.3: Incorporation/Organizational History. The Iowa Community HUB is represented by its Board of Directors. The board acts as the legal entity representing the nonprofit and is fully responsible for its operations and decision-making. The nonprofit has only one Board and not separate classes.

- The date of incorporation is August 23, 2017, as the Healthy Living Community Foundation.
- The HUB has been determined to be a public charity under Section 170 (b) (1) (A) (vi).
- The date of approved tax exemption is April 23, 2019 - tax exemption from federal income tax under Internal Revenue Code (IRC) Section 501 (c) (3). Donors can deduct contributions they make to the organization under IRC Section 170. The HUB is also qualified to receive tax deductible bequests, devises, transfers, or gifts under Section 2055, 2106, or 2522.
- The date of the amended name change was duly approved on January 20th, 2020, to CHPcommunity, Inc.
- The date the HUB formally adopted the business name Iowa Community HUB through the state of Iowa was 01/31/2023.

ARTICLE II

Who We Are

The Iowa Community HUB is a nonprofit ‘community care hub’ working with network partners to connect Iowans with evidence-based health and wellness programs and reduce health disparities for populations experiencing greater obstacles to health. The HUB is also a capacity-building and sustainability partner for community-based organizations in supporting their program efforts. The HUB will provide administrative, contracting, billing, and educational support to community-based organizations related to the delivery of evidence-based programs and social care services in the state of Iowa.

Purpose

The purpose of the Iowa Community HUB is to prevent and manage chronic disease across Iowa by connecting individuals of all ages, abilities, incomes and experiences, to community health programs and support, ensuring everyone has access to resources and opportunities to lead healthy lives.

Vision

We exist to build healthier communities by fostering statewide partnerships, expanding health access, and ensuring all Iowans have the opportunity to live a healthy life.

Mission

Help initiate, expand, and sustain community health programs and services that address essential health needs and create lasting community impact.

ARTICLE III

Board of Directors

Section 1. Composition of the Board of Directors. The full Board of Directors (“Board”) shall consist of not less than four (4) or more than fifteen (15) members, of which, the position of Chairman shall be deemed as the primary executive leader and a full voting member of the Board. At such time as deemed appropriate/necessary by the Board of Directors, the position of Vice-Chairman may be added to aid in executive leadership. Each member of the Board of Directors is to be selected for knowledge of the educational, cultural, recreational, civic, moral, public or other charitable needs of those served by the HUB. The Chairman of the Board of Directors, as well as the Organization’s key officers and employees, shall be compensated in accordance with the terms and procedures outlined in the Compensation Policy and all Board Members, officers and employees will be required to comply with the Conflict-of-Interest Policy, Whistleblower Policy, Record Retention Policy and a Joint Venture Policy enclosed hereto.

Section 2. Election Date and Term Length for the Board of Directors. The board shall consist of the Directors whose names are set forth at the end of the document (Attachment A). The terms of the Directors shall be staggered, and they shall serve for a term of three (3) years. All Board of Directors shall be elected. Nominations to fill the expired terms in the Board will be made annually with the vote to be conducted at a designated annual meeting of the Board. Election shall be by the simple majority of the Board of Directors. No person may serve as a director for more than two (2) complete consecutive three (3) year terms; however, a person may return to the Board after an absence of one (1) year.

Section 3. Ex-Officio Members. Ex-Officio members of the Board may include the Legal Counsel for the HUB, if these individuals are not already serving as a Board Director of the HUB. The terms of ex-officio members shall not be governed by the tenure requirements of the preceding paragraph. The ex-officio members may serve on committees of the Board and may vote on committee matters; however, they are not entitled to vote on matters of the Board of Directors.

Section 4. Vacancy or Removal. Directors who are unable or unwilling to continue to meet board obligations should resign in writing. In lieu of a written resignation, the Board may act to remove a director who is absent from three consecutive regular meetings of the Board, without an excuse

acceptable to the Board. Any Director may be removed by the Board at any regular or special meetings with ten days written notice to the Director and to all Directors that such removal shall be considered at the pending meeting. Removal of a Director shall require a three-quarter ($\frac{3}{4}$) majority vote of Directors at a meeting where the quorum is present. When a vacancy occurs during the term of office for any Board of Directors position, the Board Development Committee shall identify and nominate a qualified representative to fill the remainder of the term. This nomination shall be presented to the Board of Directors for a vote. The appointed representative will complete the term of the person vacating the Board of Directors. The partial term will not be counted toward the two consecutive three-year terms if the appointed representative chooses to serve two additional terms.

ARTICLE IV

Officers and Duties

Section 1. Officer. Officers shall be a Chairman, President/CEO, Secretary, and Treasurer. The Chairman, Secretary, and Treasurer will be elected from the Board of Directors and will serve a two (2) year term of office to assure continuity of the HUB administration. The President is the Chief Executive Officer of the HUB and is hired by the Board of Directors with no specified term limit.

Section 2. Duties of Officers.

Chairman of the Board – The Chairman shall be the Chief Volunteer Officer to the Board of Directors and shall preside at the meetings. He/she shall perform all duties incidental to the office of Chairman as prescribed by the Board of Directors and may sign all instruments as authorized by the Board of Directors. In the event that the Chairman resigns, becomes deceased and/or incapacitated, or is otherwise removed from his/her position by the Board of Directors, the Treasurer will act as an interim Chairman of the Organization, and will assume the duties associated with the position until the Board of Directors appoints a replacement.

President/Chief Executive Officer – The President's role is to work with the Board to help set strategy for the organization and to serve as a liaison to stakeholders involved with the Iowa Community HUB as it relates to the mission and vision of the organization. The President shall work with the Treasurer to help manage the duties and exercise the power of the Chairman during the absence or disability of the Chairman. The President is a nonvoting member.

Secretary – The Secretary ensures that there is a secure and appropriate system for storage of recorded minutes of meetings, bylaws, articles of incorporation, policies, historical materials, and other documents guiding the organization. The Secretary is responsible for documenting meetings and submitting minutes for permanent electronic records. Ancillary documents are saved electronically by the Secretary and transferred upon the end of their board term. Any physical storage will be coordinated as needed.

Treasurer – The Treasurer is responsible for creating and providing oversight of the financial activities of the organization. The Treasurer collaborates with the HUB President to develop the budget and delivers timely and thorough financial reports that demonstrate effective fiscal management. The Treasurer ensures financial processes and transactions follow Board of Directors approved policy and provides proper fiscal record keeping and audit documentation.

The Treasurer advocates for fiscal practices and strategies that ensure the sustainability of the HUB and transparency of financials for the purposes of oversight and governance.

In the event that the Chairman of the Board of Directors resigns, becomes deceased, or is otherwise removed from his/her position, the Treasurer will act as an interim Chairman of the Organization, and will assume the duties associated with the position until the position is filled.

Section 3. Term of Office. Voting officers of the Board shall be elected for a term of two (2) years. The term of an officer whose Board term expires before his/her current term as officer shall be extended one additional year to allow him/her to complete the term.

ARTICLE V

Meetings

Section 1. Regular Meetings. The Board of Directors will meet at least quarterly or more frequently as agreed upon by the Board of Directors.

Section 2. Location of Meetings. The Board of Directors may hold its meetings at a place or places within the State of Iowa as determined by the Board. A director may participate by any means of communication; including, but not limited to telephone and video conference, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3. Annual and Special Meetings. The Board of Directors will convene in an annual meeting within 60 days of the start of the fiscal year. The agenda of the annual meeting shall at a minimum include the election of Directors, election of officers, report on review of Bylaws, establishment of regular meeting times, treasurer's report, reports of standing committees.

The Chairman or any three (3) members of the Board of Directors may call a special meeting if needs are identified upon notice of the time, place, and purpose to each member with a 48-hour notice to the full Board of Directors.

Section 4. Quorum. Quorum for the Board of Directors will be a simple majority of the non-vacant seats.

Section 5. Voting and Proxies. Each member of the Board of Directors shall have one vote. At any meeting of the Board of Directors, any member entitled to vote must do so in person at the meeting, virtually, written, or by electronic communication. Proxy voting is not permitted.

Section 6. Conflict of Interest. Each Director shall disclose to the Board, prior to any vote or other action, any potential conflict of interest. The Director shall refrain from voting upon any issue for which a conflict of interest may, or may appear to exist, according to HUB policies and procedures.

ARTICLE VI

Committees

Section 1. Appointment of Committees. The Officers shall collaborate to appoint standing committees as outlined herein, as well as any additional committees the Officers deem necessary. The size and membership of these committees, along with their respective chairs (unless otherwise specified), shall be determined by the Officers, subject to the Board's oversight and supervision. Members appointed to standing committees will serve a two-year term. If a committee chair's Board term ends before their committee chair term is completed, their chair term shall be extended by one year to allow for its completion.

Section 2. Quorum. At any meeting of a standing committee, a simple majority of the committee's members shall constitute a quorum for the transaction of business, and if a quorum is present, a simple majority of those present may approve any action which may come before the meeting.

Section 3. Standing Committees. Such committees may include, but are not limited to: Executive, Board Development, and Compensation. These committees may include members not already serving on the Board of Directors.

- A. Executive Committee.** The Executive Committee of the HUB shall consist of the Chairman, the President/CEO, the Secretary, and the Treasurer. The President/CEO will serve in a non-voting capacity. The Chairman shall serve as the head of the Executive Committee. The Executive Committee shall have the authority to create and change policy for the organization, act for and on behalf of the board of directors when the Board of Directors is not in session, or in a crisis when calling an emergency board meeting will not result in a quorum. The Executive Committee shall be accountable to the Board of Directors for its actions.
- B. Board Development Committee.** The Board Development Committee will be responsible for identifying, vetting, and recruiting new members to serve on the Board of Directors. This committee will develop and manage the onboarding process of new members, monitor the health and culture of the board, evaluate effectiveness, and ensure accountability of the board and individual members. Any and all action taken by the Board Development Committee is deemed advisory in nature and subject to the approval of the Board of Directors.
- C. Compensation Committee.** The Compensation Committee shall obtain, collect and analyze appropriate comparability data concerning the compensation of the Chairman, and of key employees and officers. Comparability data shall include documents such as industry surveys or compensation studies. The Compensation Committee will utilize the information to establish and, if necessary, revise compensation arrangements for the Chairman and key employees and officers, pursuant to the terms and policies outlined in the Compensation Policy Addendum. Any and all action taken by the Board Compensation Committee is deemed advisory in nature and subject to the approval of the Board of Directors.

ARTICLE VII

Amendment to the Organization Bylaws

Section 1. The Bylaws may be amended, altered, changed, or repealed by an affirmative vote of the voting members at any regular or special meeting. A vote in favor by three-fourths (3/4) majority of the members present and voting at any regular or special meeting shall approve changed Bylaws.

ARTICLE VIII

Rules of Order

Section 1. Roberts Rules of Order or a similar set of rules will guide the dialogue and establish the structure for meetings.

ARTICLE IX

Indemnification

Section 1. Indemnification. The HUB shall indemnify any present or former Director, officer, employee, member, or volunteer in the manner and in the instances authorized in Sections 490.850 through 490.858 of the Code of Iowa, as those sections now read or may thereafter be amended. The HUB will be required to maintain Directors and Officers insurance for its active members.

ARTICLE X

Dissolution Clause

Section 1. Dissolution Clause. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

These Bylaws were duly adopted by the Board of Directors of the Corporation on November 14th, 2018. The Bylaws have been amended and approved by the Board of Directors of the Corporation.

Dated this _____ day of Month, 2025.

Iowa Community HUB Board of Directors

_____,
Jimmy Reyes, Chairman Board of Directors

_____,
Kari Sullivan, Treasurer

Iowa Community HUB **Compensation Policy**

In compliance with Internal Revenue Service guidelines for approval of senior management compensation, the Board of Directors of the Iowa Community HUB (hereinafter “HUB”) will follow the following review and approval guidelines.

Individuals Subject to this Policy (defined as “Covered Individuals”):

Chairman of the Board of Directors: The individual who is elected or appointed to establish the strategy and direction of the HUB and ensure compliance with legal and ethical standards. The Chairman shall be the principal executive officer to the Board of Directors and shall preside at the meetings. He/she shall perform all duties incidental to the office of Chairman as prescribed by the Board of Directors and may sign all instruments as authorized by the Board of Directors.

Key Employees: Individuals who are not members of the Board of Directors, but who meet ALL the following criteria:

1. **\$150,000 Threshold.** The individual receives reportable compensation from the HUB in excess of \$150,000 for the calendar year ending with or within HUB’s tax year.
2. **Responsibility Criteria.** The individual: a) has responsibilities, power or influence over the HUB as a whole that is similar to those of officers, directors, or trustees; b) manages a discrete segment or activity of the HUB that represents 10% or more of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole; or c) has or shares authority to control or determine 10% or more of HUB’s capital expenditures, operating budget, or compensation for employees.
3. **Top 20 Limitation.** In addition to meeting the \$150,000 threshold requirements and the Responsibility Criteria, the individual is one of the top 20 most highly compensated employees for the calendar year ending with or within HUBs calendar year.

Procedure for Approving Compensation. In reviewing and approving the compensation of any Covered Individuals, the Board of Directors, or a delegated Compensation Committee, will utilize the following process:

1. **Impartial Decision Makers.** The compensation arrangement must be approved in advance (before any payment is made) by the Compensation Committee, which shall be composed entirely of individuals who do not have a conflict of interest with respect to the compensation arrangement (example: neither the executive whose compensation is being determined nor any of his/her family members may be present during the discussion/debate or participate in the vote).
 - a. In their capacity as directors, officers, and key employees, the individual leaders of the HUB must act at all times in the best interests of the organization. A conflict of interest may arise in any circumstance that may compromise the ability of a director, officer, or key employee to make unbiased and impartial decisions on behalf of the HUB. Such circumstances may involve family relationships, business transactions, professional activities, or personal

affiliations. The Board of Directors require all directors, officers, and key employees to complete and submit an annual Statement of Disclosure detailing any facts or circumstances that might constitute a conflict of interest. The Board of Directors further requires directors, officers, and key employees to submit an amended Statement of Disclosure to reflect any material changes or additions to the submitted information that may arise during the course of the year. Officers, directors, and key employees are encouraged to err on the side of disclosure and to report any set of circumstances that may appear to pose a conflict of interest, even if there is uncertainty as to whether such circumstances should be disclosed. The Board of Directors will review each Statement of Disclosure for any set of facts or circumstances that may reflect an actual, potential, or apparent conflict of interest. When evaluating a particular set of facts or circumstances, the Board of Directors shall consider the following non-exhaustive list of factors that may indicate a conflict of interest:

- i. Solicitation or acceptance of gifts or other items of value that may create an appearance or expectation of special treatment in HUB matters;
- ii. Any incident of abuse or misuse of a leadership position for personal or third party gain or benefit;
- iii. Situations in which a director, officer, or key employee may be divided between personal interests or the interests of another organization and the best interests of HUB;
- iv. Business, professional, or other activities that would materially and adversely affect HUB, either directly or indirectly; and,
- v. Any arrangement in which a director, officer, or key employee provides goods or services to HUB as a paid vendor.

b. The Board may request additional information from any director, officer, or key employee at any time; however, no individual whose relationships or activities are under review may participate in deliberations, debate, or any vote of the Audit Committee while such review is pending.

2. Conflict Resolution. If the Board of Directors identifies an actual, potential, or apparent conflict of interest, it may take one of the following actions to resolve such conflict:

- a. Waive the conflict of interest as unlikely to affect the director's, officer's, or key employee's ability to act in the best interests of the organization;
- b. Determine that the individual director or officer should be recused from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest. This course of action should apply particularly when the transaction or relationship is one which presents a conflict only with respect to one or two discrete programs or activities; or
- c. Determine that the individual director or officer must resign from his or her service to ABC or the Foundation. This course of action should apply when the conflict of interest is so pervasive that the director or officer would likely seldom, if ever, be able to act solely in the best interests of the organization.

3. Directors and Officers Engaging in Business Dealings with the HUB. A conflict of interest exists any time a director, officer, or key employee seeks to enter into a business relationship with the HUB.

Similar conflicts may arise through family members or through organizations in which directors, officers, or key employees serve in a leadership, employment, or ownership capacity. Such conflicts do not, however, necessarily preclude business relationships with the HUB. The following procedure is designed to resolve conflicts of interest whenever a director, officer, key employee, or a related party seeks to provide goods or services to the HUB as a paid vendor, or applies to receive a significant grant or contract from either organization:

- a. The director, officer, or key employee must promptly disclose the intent to enter into a business relationship with the HUB to the Board of Directors.
- b. The director, officer, or key employee must recuse himself or herself from all deliberation, debate, and voting related to the contemplated business relationship.
- c. If the value of the transaction exceeds \$5,000, the HUB must solicit proposals or applications from a broad range of other qualified candidates for the agreement, contract, or grant under consideration.
- d. The Board of Directors must determine, without the presence or participation of the director, officer, or key employee under review, that the transaction is fair and in the best interest of the HUB.
- e. If the appropriate Board of Directors approves the business relationship under consideration, the director, officer, or key employee may not participate in any process by which his or her performance as a vendor, grantee, or recipient is evaluated, or in any such evaluation of a related party.

4. Comparability Data. When the Compensation Committee is considering compensation to Covered Individuals, it must rely on comparability data that demonstrate the fair market value of the compensation in question. For example, when crafting compensation packages, the Compensation Committee will obtain and review data that documents compensation levels for similarly qualified individuals in like positions at like organizations. This data may include the following: a) expert compensation studies by independent firms; b) written job offers for positions at similar organizations; c) documented telephone calls about similar positions at both nonprofit and for-profit organizations; and d) information obtained from the IRS Form 990 filings of similar organizations.

5. Concurrent Documentation. The Compensation Committee must document how it reached its decisions, including the data on which it relied. To qualify as concurrent documentation, written or electronic records of the Compensation Committee (such as meeting minutes) must note: a) the terms of the compensation and the date it was approved; b) the members of the Compensation Committee who were present during the compensation discussion that were approved and those who voted on it; c) the comparability data obtained and relied upon and how the data were obtained; and d) any actions taken with respect to consideration of the compensation by anyone who is otherwise a member of the Compensation Committee but who had a conflict of interest with respect to the decision on the compensation.

Iowa Community HUB **Financial Conflict of Interest Policy**

Article I **Purpose**

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

Article II **Definitions**

1. 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. Interested person shall include Project Director or Principal Investigator (“PD/PI”) as that term is defined by the National Institutes of Health (“NIH”).

2. Financial Interest.

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

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Training

The Organization will inform all interested persons of this Financial Conflict of Interest Policy and shall conduct training on the policy at such time as the interested person joins the organization, upon any revision of this policy, upon determining a conflict of interest exists, and no less frequently than every four years.

2. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3. 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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a simple majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- e. In the event the governing board or committee determines that a conflict of interest exists, the chairperson shall be responsible for making an initial report and continued reporting to and as required by the appropriate agency authority.

5. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of the governing 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 governing board's or committee'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, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 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 governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI **Annual Statements**

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

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

Article VII
Periodic Reviews

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

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and 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 inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

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