

## **CANFIELD NEST BUILDERS CODE OF REGULATIONS**

1. The Regular meeting of the organization shall be held the \_\_\_\_\_ every three months.
2. The order of business at all meetings shall be as follows:
  - a. Review and approval of minutes of prior meeting
  - b. Review and approval of Treasurer's report
  - c. Committee reports
  - d. Old business
  - e. New business
  - f. Adjournment
3. The annual Active member dues shall be \$20.00. Dues shall be paid to the Treasurer by September 1<sup>st</sup> of each year for current members. New members shall be required to pay the annual dues in full when joining the organization.
4. The annual budget shall be approved by the Board at its May meeting
5. An internal audit review of the organization's financial records will be performed on an annual basis. An independent audit review of the organization's financial records will be performed every three (3) years by a CPA or Accounting firm or at any time as designated by the District Treasurer's office. The Board will appoint the internal audit review committee.
6. Post office box. The organization shall establish a post office box address at the Canfield Post Office. The President, Secretary and Treasurer shall have access to the box.
7. Donor Confidentiality. The name and contribution of donors shall remain confidential unless the donor has specifically authorized in writing the release of information.
8. Member misconduct: Any member having direct knowledge or concern regarding possible misconduct by a member shall report such information to the Legal Counsel or President of the Board.

# APPENDIX I

## CARDINAL NEST BUILDERS

### CONFLICT OF INTEREST POLICY

The purpose of the following policy and procedures is to prevent the personal interest of board members, and volunteers from interfering with the performance of their duties to Cardinal Nest Builders, or result in personal financial, professional, or political gain on the part of such persons at the expense of Cardinal Nest Builders or its members, supporters, and other stakeholders.

#### DEFINITIONS

Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust.

Persons in a position of trust include staff members, officers, and board members of Cardinal Nest Builders.

Board means the Board of Directors.

Officer means an officer of the Board of Directors.

Volunteer means a person -- other than a board member -- who does not receive compensation for services and expertise provided to Cardinal Nest Builders and retains a significant independent decision-making authority to commit resources of the organization.

Member means a Member of Cardinal Nest Builders

Supporter means corporations, foundations, individuals, 501 (c) (3) nonprofits, and other nonprofit organizations that contribute to Cardinal Nest Builders.

#### POLICY AND PRACTICES

The interested parties shall make full disclosure, by notice in writing, to the full Board of Directors in all conflicts of interest, including but not limited to the following:

A board member is related to another board member by blood, marriage or domestic partnership.

A board member or their organization stands to benefit from any Cardinal Nest Builders transaction or staff member of such organization receives payment from Cardinal Nest Builders for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.

A board member is a member of the governing body of a contributor to Cardinal Nest Builders.

A volunteer working on behalf of Cardinal Nest Builders who meets any of the situations or criteria listed above.

Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect Cardinal Nest Builder's best interests. Both votes shall be by a majority vote without counting the vote of any interested Board member, even if the disinterested members are less than a quorum provided that at least one consenting member is disinterested.

An interested Board member or officer shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.

Anyone in a position to make decisions about spending Cardinal Nest Builder's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); she/he should not participate in any final decisions.

A copy of this policy shall be given to all Board members, volunteers upon commencement of such person's relationship with Cardinal Nest Builders or at the official adoption of stated policy. Each board member, officer and volunteer shall sign and date the policy at the beginning of her/his term of service and each year thereafter. Failure to sign does not nullify the policy.

This policy and disclosure form must be filed annually by all specified parties.