

Bylaws of the Mohave Ground Squirrel Conservation Council

Article I – Name

Section 1. The name of this organization shall be the Mohave Ground Squirrel Conservation Council.

Article II - Mission and Objectives

Section 1. Mission statement: The Mohave Ground Squirrel Conservation Council (herein “MGS Conservation Council” or “MGSCC”) is a nonprofit organization functioning to assure the perpetual survival of viable populations of Mohave Ground Squirrels throughout their historical range and any future expansion areas. The Mohave Ground Squirrel, for the purposes of the MGS Conservation Council, means the mammal species known scientifically as *Xerospermophilus mohavensis*.

Section 2. The objectives of the MGS Conservation Council are:

- a. To be organized and operated exclusively for charitable, education, basic and applied scientific research, professional development, and conservation purposes, and as such, to qualify under section 501(c)(3) of the Internal Revenue Code as a tax-exempt organization;
- b. To support, and to advocate for, such legislative, policy, and conservation measures as will contribute to ensuring the continued survival of viable Mohave Ground Squirrel populations, the connectivity of these populations, and the maintenance of their habitats in a natural condition;
- c. To stimulate, encourage, engage in, and fund basic and applied research on the ecology, biology, management, and conservation of Mohave Ground Squirrels and their habitats, conducting and disseminating conservation science-based research contributing to the long-term survival of the species;
- d. In collaboration with government, academic, and conservation organizations, strive to increase scientific knowledge, advocate science-based management, and disseminate information to inform environmental policy and encourage public appreciation for the species;
- e. To maintain active public information and conservation education programs, including regular training of wildlife professionals in field methods and state of the art techniques as they relate to Mohave Ground Squirrels and their habitats;
- f. To serve in a professional advisory manner on matters involving research priorities, management, conservation, and protection of Mohave Ground Squirrels and their habitats, which may include habitat acquisition;
- g. To support appropriate, applied research leading to better conservation actions for the protection of western Mojave Desert ecosystems; and
- h. To recognize and commend outstanding actions and dedication by individuals and organizations promoting the mission and objectives of the MGS Conservation Council.

Article III – Membership

- Section 1. Any person or organization with an interest in Mohave Ground Squirrels or their conservation shall be eligible for membership in the MGS Conservation Council upon submission of membership form and payment of dues. No professional affiliation is required.
- Section 2. The MGS Conservation Council does not discriminate against any person on the basis of gender, sexual orientation, marital status, creed, religion, race, color, national origin, age, economic status, disability, organizational affiliation, or any other physical, social, or economic factors.
- Section 3. The Board of Directors (Board) shall set the rates and categories of dues for membership, and members shall pay the specified annual dues required of active members of the MGS Conservation Council.
- Section 4. Complementary memberships of a specific duration may be granted at the discretion of the Board.
- Section 5. Any membership may be terminated by resignation.
- Section 6. The Board reserves the right to reject the application, or terminate the membership, of any party for cause, if such rejection is not in violation of any existing laws or rules affecting exempt organizations under Internal Revenue Code 501(c)(3).

Article IV - Board of Directors

- Section 1. The business of the MGS Conservation Council shall be managed by the Board, which shall be composed of not less than five nor more than eleven active members of the MGSCC. In addition to the five elected officers, there may be up to six Board Members at Large. The Chairperson shall be the presiding officer of the Board. All Board members serve as volunteers, without pay for their actions related to Board activities, although they may be reimbursed for certain expenses (e.g., mileage) resulting from the performance of official Board or committee functions.
- Section 2. Membership on the Board shall reflect the diversity of the general membership of the MGS Conservation Council, insofar as feasible. In addition, the Board shall appoint new members that broaden the Board's range of competencies and backgrounds; assure an appropriate continuity and recruitment of Board membership; and provide opportunities for new Board members to accept and be trained to assume officer roles and tasks needed to support the MGSCC and its functions.
- Section 3. The Board shall meet a minimum of three times a year, and as needed. At the discretion of the Board, meetings may take place remotely. The Annual Business Meeting shall be held at the first scheduled meeting of the Board in each new year, and shall be open to all members in good standing. Meetings of the Board shall be convened by the Chairperson or other elected officer as delegated by the Chairperson. The Board may make such rules and regulations concerning its meetings as it may deem necessary.
- Section 4. For the Board to take an action that requires a vote, a minimum of a 30-day notice of a meeting of the Board during which the vote will occur must be provided to all Board members. If less than 30 days' notice is provided (e.g., votes conducted by electronic mail),

the total number of Board members shall be applied to determine a majority vote and would equal a minimum of half the number of Board members plus one, to be rounded upwards if there is an odd number (e.g., if there are nine Board members, five votes is a majority). For Board actions to be considered via electronic mail, all Board members shall be copied in the electronic communications.

Each Member of the Board shall have one vote. Voting may occur at meetings of the Board or electronically via electronic mail discussions outside of formally-noticed Board meetings. For a member of the Board to cast a vote, the member must be a participant in the discussion of that item, either in person or through various means of electronic or telecommunication. Members of the Board may recuse themselves from any deliberation or vote on decisions regarding individual issues or actions under consideration by the Board or the MGSCC. The names of individuals who have recused themselves shall be recorded in the meeting minutes.

If a member has participated in discussion of an item but is unavailable at the time of voting, the member may designate a proxy to vote on their behalf. Such designation shall be made in writing in advance of the vote, with written notice given to both the proxy and the Chairperson. The member may either specify the vote to be made, or may provide the proxy discretion to vote as deemed best based on the final discussion and nature of the motion put to vote.

A quorum, which is the minimum number of Board members required for voting at Board meetings, is defined as half of the total number of current members of the Board plus one (e.g., a quorum of 6 is required for total Board membership of 10; a quorum of four applies to 7 Board members). For a vote to pass at a Board meeting, either in person or virtual, a majority of the voting members present must approve the motion (e.g., a 6-person quorum requires a minimum of four votes to the affirmative; recusal and abstaining would not be included in tallying the final vote). For voting via electronic mail or at any *ad hoc* meeting of the Board (in person or virtual), the quorum is defined based on the total number of Board members; for a vote to pass requires a majority vote as determined by the total number of Board members.

Section 5. Any action of the Board may be overridden by a two-thirds majority vote of the attending membership of the MGS Conservation Council at the Annual Business Meeting, or any Special Meeting convened in accordance with the provisions of these Bylaws, with a 30-day advance notice of the issue to the general membership. For such a vote to occur requires a minimum of twenty active MGSCC members that includes at least a quorum of Board members, and a minimum number of non-Board members equal to the quorum of the Board.

Section 6. The Board shall have control and management of the affairs and business of the MGS Conservation Council. Expenditures of the funds of the MGSCC shall be by approval of the Board based on a majority vote. The Board is authorized to act for the MGSCC between Annual Business Meetings, and the Board shall report its actions taken during the previous year to the members of the MGSCC at the Annual Business Meeting.

Section 7. The Board may employ and determine the compensation of staff and/or contractors for any role that may be deemed necessary for the successful operation of the MGSCC and Board.

Article V - Membership of the Board of Directors

Section 1. Chairperson. The Chairperson normally succeeds from the office of Chairperson-elect as a previously elected officer. If that does not happen, the Chairperson may be a newly elected officer. The Chairperson shall give general direction to, and shall preside at, meetings of the Board and the MGS Conservation Council. The Chairperson shall provide a verbal summary and written report concerning the activities of the MGSCC during the previous year to the general membership at the Annual Business Meeting.

Section 2. Chairperson-elect. The Chairperson-elect is an elected officer who shall assist the Chairperson in duties as needed and manage the balloting for the election of officers of the MGS Conservation Council during the Annual Business Meeting. The Chairperson-elect normally succeeds to the office of Chairperson. In the absence of the Chairperson, or in the event of their inability to act, the Chairperson-elect shall assume the duties of the Chairperson.

In the absence of one or more Board members naturally functioning in this position, the Chairperson-elect will serve as the Parliamentarian. This person shall provide recommendations to the Board regarding compliance with the Bylaws and established policies and procedures, help develop additional policies to improve operational efficiency of the Board, and facilitate consistent decision making. The Parliamentarian shall maintain and manage revisions to the Bylaws.

Section 3. Secretary. The Secretary is an elected officer and shall record the minutes of all meetings of the Board, providing a review draft of meeting minutes to the members of the Board within forty-five days following the meeting. Upon formal approval of the meeting minutes at the subsequent Board meeting by members of the Board, the final minutes shall be emailed to all interested parties and provided within sixty days to the Webmaster to be posted on the MGSCC's website in a timely manner.

The Secretary shall maintain archival files for the MGS Conservation Council consisting of: Bylaws; draft and final minutes of all meetings; any correspondence pertinent to MGSCC affairs; all correspondence sent by the Board; copies of all committee reports and publications by the MGSCC; and any other material judged by the Board as pertinent.

The Secretary shall issue notices of the Annual Business Meeting and Special Meetings; distribute materials to the MGS Conservation Council's membership and others; and send responses to correspondence, with input by the Chairperson as appropriate. A written summary of the activities of the Secretary shall be provided to the Chairperson for the Annual Business Meeting.

The Secretary shall maintain a list of active members of the MGS Conservation Council, and the names, offices, and committee memberships of Board members, which shall be provided to the Board at regular intervals, as needed.

The Secretary shall notify the Board of all received correspondence in a timely fashion, as appropriate to the issue. An accounting of received and distributed correspondence shall be provided to the Board at each meeting. The Secretary shall compile files and documents from the current year and add them to the permanent record.

Section 4. Treasurer. The Treasurer is an elected officer who shall be responsible for receiving and

distributing all funds of the MGS Conservation Council, maintaining the MGSCC's financial statements and records, and attending to all insurance, tax, and special filings of the MGSCC. The Treasurer shall produce an annual budget for approval by the Board. A written audit of the MGSCC's accounts for the past year, completed by the Audit Committee, shall be provided by the Treasurer as part of the annual Treasurer's written report provided to the Chairperson for the Annual Business Meeting.

The Treasurer shall serve as Products Manager. This person shall be responsible for MGSCC sales items and SWAG used to increase the visibility of the MGSCC. This person shall manage inventory and provide an accounting of merchandise and sales at each Board meeting and make recommendations to the Board for acquisition of additional inventory and new merchandise.

The Treasurer shall maintain a list of all non-disposable equipment purchased by the Board with a value greater than \$100, and identify the person responsible for, and the location of, the equipment.

The Treasurer shall arrange for facilities and other services, as needed, to support meetings of the Board.

Section 5. Board Member at Large. Board Members at Large are those five members serving on the Board who are not elected officers and one Board member who serves as an elected officer. Vacant Board Member at Large positions shall be filled by appointment with a majority vote of the Board. There may be up to six Board Members at Large.

Section 6. Terms of Office. All officers shall be elected at the Annual Business Meeting and shall assume office at the close of that meeting. If an officer is unable to complete his/her term of office, the Board may appoint a person to fill the vacated office until the next Annual Business Meeting. The office of Chairperson-elect shall serve for two years. There are no term limits for any officers or Board members, but every effort shall be made to elect new officers and Board members from interested candidates. If the Chairperson cannot fulfill their responsibilities, the Chairperson-elect normally shall succeed to that office, followed by the Treasurer, and then by the Board Member At Large serving as an officer until the position can be filled by election. Persons serving as Board members, including elected officers, are subject to removal by a two-thirds vote of the Board for cause.

Chairperson. The office of Chairperson is held for two years, and normally succeeds directly from the position of Chairperson-elect.

Chairperson-elect. The position of Chairperson-elect shall be nominated and elected at the Annual Business meeting and serve a two-year term.

Treasurer. The Treasurer shall serve a two-year term, be elected at the Annual Business Meeting, and may be reelected.

Secretary. The Secretary shall serve a two-year term, be elected at the Annual Business Meeting, and may be reelected.

Board Member at Large. With the exception of one Board Member At Large who also serves as an elected officer, Board Members at Large are non-elected positions of the Board and may be nominated by any voting member of the Board to be confirmed by a majority vote of the Board. The term of service for all Board Members At Large is two years, effective as of the date of the previous Annual Business Meeting for appointments made prior to July 1,

and as of the date of the upcoming Annual Business Meeting for appointments made on or after July 1. Board Members at Large may be reappointed.

Section 7. Elections. A slate of candidates for each vacant elected position of the Board shall be provided by the Chairperson for the Annual Business Meeting.

Floor nominations. Additional nominations from the floor may be placed on the elections slate during the Annual Business Meeting. Such nominees must be present and formally accept the nomination.

Balloting. When more than one person has been nominated for an office, written ballots shall be submitted by active MGSCC members present at the Annual Business Meeting, or emailed ballots shall be submitted by active MGSCC members not attending the Annual Business Meeting, by the day of the Annual Business Meeting. Ballots shall be counted by the Chairperson-elect and another MGSCC member appointed by the Chairperson. Balloting for a single, uncontested nominee for an office may be taken by a show of hands or indicated by voice.

Election. The nominee for an elected office receiving the majority of votes cast shall be declared elected by the Chairperson. If no nominee receives a majority of the total votes cast on the first ballot, a runoff between the two nominees who received the most votes shall be required.

Article VI – Committees

Section 1. Standing and *ad hoc* committees. The Chairperson of the Board, with the concurrence of the Chairperson-elect, shall appoint chairpersons of standing and *ad hoc* committees. The chairperson of each committee shall appoint committee members with the concurrence of the Chairperson of the Board. The Chairperson of the Board is an ex-officio member of all committees. The chairperson of each standing committee may be a member of the Board to facilitate direct reporting on committee activities at each meeting of the Board. If not a Board member, the committee chairperson would be expected to attend Board meetings to report on the activities of their committee, after which time, they may choose to leave the Board meeting. It is preferable but not required that Board members serve on all standing and *ad hoc* committees.

Obligation. The chairpersons of *ad hoc* committees shall report their findings to the Board in written reports and verbally, as needed, at scheduled Board meetings. Authority of each standing committee to (1) commit resources of the MGS Conservation Council, (2) to develop and distribute technical comment letters, (3) to establish position statements for the MGSCC, and to (4) pursue legal actions shall be delegated and formally approved by the Board prior to implementation on a committee-by-committee basis, providing for full and open communication of each committee with the Board while facilitating timely action. *Ad hoc* committees lack the four authorities given above, and report directly and solely to the Board. Prior to the Annual Business Meeting, the chairperson of each standing committee shall provide a written report to the Chairperson of the Board, identifying the members of the committee and summarizing the activities of the committee during the previous year. Various committees may be established at the direction of the Board, including but not limited to those standing committees listed in the following sections.

Section 2. Audit Committee. The Audit Committee shall be convened each year and include at least

two active members of the MGS Conservation Council who are not members of the Board, at least one of whom shall have experience in audit procedures and shall serve as the Audit Committee chairperson. Alternatively, the audit may be conducted by a financial professional. The Treasurer shall assist the Audit Committee. The chairperson of the Audit Committee or financial professional shall provide the audit report for acceptance by the Board.

Obligation. It shall be the responsibility of this committee to conduct an audit of the finances of the MGS Conservation Council a minimum of once per year upon completion of the fiscal year and preferably prior to the Annual Business Meeting, and at other times as directed by the Board.

Section 3. Ecosystems Advisory Committee. The Ecosystems Advisory Committee may be chaired by a current Board member or other MGSCC member in good standing. The Ecosystems Advisory Committee shall consist of active members who shall represent the Board in matters on the conservation of Mohave Ground Squirrels and their habitats, as appropriate.

Obligation. It shall be the responsibility of this committee to keep informed on the status of Mohave Ground Squirrel populations in California; keep current on developments that would affect the status of these populations; and review and provide comments and inquiry on projects and issues that may affect populations. The Ecosystems Advisory Committee may prepare and submit formal correspondence and provide comments on behalf of the Board and the MGS Conservation Council, under the signature of the committee chairperson or other member of the Board designated by the committee chairperson with the concurrence of the Chairperson of the Board, and with endorsements of a minimum of three Board members who did not author the draft comment letter. The Board shall be informed of upcoming committee activities to the extent practicable; provide review and comment for committee correspondence as appropriate and as can be accommodated for timely submittal; receive notification of final correspondence in a timely fashion, typically at the time that correspondence is submitted or at the next meeting of the Board; and provide digital copies of final comment letters to the Webmaster to be posted on the MGS Conservation Council's website

Restriction. The Ecosystem Advisory Committee and Board shall comply with all requirements for designated non-profit (501(c)(3)) organization status and shall not, either directly or indirectly, engage in political campaigning, advocate for political parties, work to advance the election of individual politicians, or support (or oppose) any candidate for elective public office. Lobbying (advocating for or against specific pieces of legislation) is allowable but shall be limited to an "unsubstantial" portion of overall MGS Conservation Council activities, generally defined as up to five percent of annual investments of time and/or funding.

Section 4. Social Media Committee. The Social Media Committee may be chaired by a current Board member or MGSCC non-Board member with pertinent expertise. Members of the committee shall include the Webmaster and social media account manager(s) who shall be appointed by the committee chairperson.

Obligation. It shall be the responsibility of this committee to disseminate information about Mohave Ground Squirrels and the MGS Conservation Council; to oversee publications of the MGSCC, including website, various social media outlets, and printed materials; to develop the "voice" used to represent the MGSCC; and to ensure the MGSCC's brand is

maintained in publications, marketing materials, and activities.

Restriction. Content of publications shall be restricted to MGS Conservation Council actions, events, programs, grants, awards, and related announcements; general education and information about Mohave Ground Squirrels and their conservation; and other squirrel-related matters supported by the Board. At no time shall MGS Conservation Council publications discredit any person or organization, state agency, federal agency, or educational institution.

Section 5. Research Funding Committee. The Research Funding Committee shall be chaired by a current Board member, and may be comprised of members and nonmembers preferably with strong research and grant-writing experience. The committee chairperson, with assistance from committee members, will draft, receive, manage, and process applications for research and grants. The committee chairperson will identify and appoint at least two MGSCC members to the Research Funding Committee, including at least one current Board member, and may include non-Board members who will review and recommend awardees. The committee chairperson shall ensure that the MGSCC's Conflict of Interest Policy is met for all grants and research funding requests.

Obligation. It shall be the responsibility of the Research Funding Committee to evaluate each grant request submitted to the MGS Conservation Council, to ensure the Conflict of Interest Policy is implemented, and to provide a recommendation to the Board for consideration for funding. The committee will provide a formal response to the applicant that conveys the decision of the Board regarding funding of the grant request and may include information regarding the grant request that influenced the Board's decision.

Section 6. Outreach, Education, and Professional Development Committee. The Outreach, Education, and Professional Development Committee shall be chaired by a current Board member.

Obligation. It shall be the responsibility of this committee to advance the mission of the MGS Conservation Council and promote professional development by organizing and operating a natural history and field techniques workshop at regular intervals to be determined by the Board; to promote professional development by producing age-specific educational materials about Mohave Ground Squirrels and their habitats; to engage education institutions of various levels and other entities to encourage awareness of Mohave Ground Squirrels; to seek interested instructors, teachers, and professors to support classroom instruction of relevant curricula; to encourage consultant and student participation in MGS Conservation Council workshops; and to engage the public and professionals at workshops, meetings, and miscellaneous events to provide education and information about Mohave Ground Squirrels, their conservation, and activities by the MGSCC to advance conservation of Mohave Ground Squirrels.

Section 7. Fundraising Committee. The Fundraising Committee may be chaired by a current Board member or other individual with fundraising experience, who needs not be a MGSCC member. This committee shall seek opportunities through membership dues, grants, awards, donations, corporate sponsorships, living wills and trusts, fundraising events, etc. to secure financial support for the MGSCC to advance the conservation of Mohave Ground Squirrels and their habitats.

Obligation. It shall be the responsibility of this committee to develop and oversee fundraising

events, identify specific grant opportunities available to nonprofit organizations, to prepare grant applications, and to ensure that acquired funds are used in accordance with pertinent terms and conditions governing expenditure of the funds.

Article VII – Meetings

Section 1. Annual Business Meeting. The Annual Business Meeting of the MGS Conservation Council shall be held yearly within the first quarter of the year either virtually or at a place to be determined by the Board. The purpose of the Annual Business Meeting is to elect officers, receive reports, transact other business, and update the general membership of the MGSCC on the activities of the Board.

Section 2. Meetings of the Board. The Board shall meet a minimum of three times a year, and as needed to transact business necessary for maintenance of the MGS Conservation Council. Meetings of the Board are open to the general membership; though general members do not vote on actions being considered by the Board. Notice of the date and location of meetings of the Board shall be available to the general membership on a regular basis prior to the meeting, and such notice may be by email to all interested parties and postings on the MGSCC website. Active members of the MGSCC and non-members may provide comment on specific issues, or offer topics for discussion, in coordination with the Chairperson. Participation by active members and non-members shall follow procedures as may be established by the Board (e.g., member comment agenda item; comment time limits; exclusion from executive session).

The Secretary shall produce draft minutes of all Board meetings, to be shared among all participants in a given meeting, and to be voted on by active Board members at the subsequent Board meeting. Final minutes of meetings of the Board shall be available to the general membership and interested parties upon finalization of those meeting minutes, generally 60 days following the subsequent meeting of the Board, but no later than 10 days prior to the Annual Business Meeting.

Section 3. Meeting Notices for the Annual Business Meeting. Members of the MGS Conservation Council shall be notified at least ninety days prior to the Annual Business Meeting. Such notice may be posted on the MGSCC website and/or disseminated by email.

Section 4. Special Meetings. Special Meetings may be called as necessary by the Chairperson. Twenty or more active members of the MGS Conservation Council may request a Special Meeting in writing to the Chairperson. A minimum of a 30-day notice shall be provided to the membership of such a meeting.

Article VIII – Finances

Section 1. Finances. Funds of the MGS Conservation Council shall be under the supervision of the Board and shall be managed by the Treasurer.

Section 2. Fiscal Year. The fiscal year of the MGS Conservation Council shall begin on January 1 and end on December 31.

Section 3. Funds. Funds shall be derived from membership dues, special assessments, work projects, trainings and workshops, contributions, grants, fundraising events, and interest from MGS Conservation Council investments (see also Article VI, Section 7).

Section 4. Disbursement. Of the elected Board members, including officers, only the Treasurer and Secretary may write checks. Neither the Treasurer nor the Secretary shall disburse funds of the MGS Conservation Council without authorization of the Board unless otherwise provided for in these Bylaws (e.g., regular payments to maintain the website, routine reimbursement of Board member activities). The Treasurer shall deposit all funds of the MGSCC in a federally insured bank or financial institution approved by the Board in a timely manner and in the name of the MGSCC. The Treasurer shall balance the accounts prior to each Board meeting and at the end of each fiscal year, and his/her written report shall reflect any adjustments as required by the annual audit.

Section 5. Conflict of Interest Policy. The Board shall ensure that all disbursed funds meet the requirements and do not violate the provisions of the Conflict of Interest Policy formally adopted by the Board.

Section 6. Audit. An audit of the financial status of the MGS Conservation Council shall be made by the Audit Committee at least once a year at the end of the fiscal year and preferably prior to the Annual Business Meeting, and at other times as directed by the Board.

Article IX – Dissolution

Section 1. In the event of the dissolution of the MGS Conservation Council, the Board shall, after paying or making provisions for the payment of all liabilities of the MGSCC, dispose of all assets, accrued funds, and other properties of the MGSCC to an organization that qualifies as exempt under Internal Revenue Code 501(c)(3) and is dedicated to conservation consistent with the mission and objectives of the MGSCC. It is the intent of the MGS Conservation Council that these assets would be held by the receiving organization for up to five years from the date of dissolution of the MGSCC. If the MGSCC may be reestablished within this five-year timeframe, these assets would be redistributed back to the MGSCC. If the MGS Conservation Council does not reform within five years, all assets shall become the property of the receiving organization with the intent that these assets would be used to benefit the conservation of Mohave Ground Squirrels and their habitats, insofar as feasible. As of the current date of these Bylaws, no receiving organization has been identified. The selection of that entity is governed by other voting provisions given herein with regards to quorum and majority vote.

Article X - Parliamentary Authority

Section 1. Robert’s Rules of Order, as revised, shall govern the proceedings of the MGS Conservation Council and the Board, subject to the special rules that have been or may be adopted by the Board and the MGSCC.

Section 2. Bylaws. The Bylaws may be revised and amended, either by the Board as needed with involvement of interested parties or routinely at the Annual Business Meeting. In the first case, as much notice as possible to resolve any unforeseen issues will be given by the Board as a “Special Meeting” invitation to all interested parties. In the latter case, a notice of proposed amendments or revisions of the Bylaws shall be provided to MGS Conservation Council members at least 30 days in advance of the Annual Business Meeting, and such notice may be by postings on the MGSCC website or via email to all active members. The Bylaws may be amended or revised either during a Special Meeting or at the Annual Business

Meeting by a two-thirds majority vote of the participating members of the MGS Conservation Council present. (Note: This is one exception where all registered MGSCC members will be asked to vote, which shall typically be restricted to the Board).

Article XI- Conflict of Interest Policy

Section 1. Conflicts of Interest. The following procedures shall be followed in connection with action by the Board in connection with a transaction involving the MGSCC and an officer with an interest in that transaction:

(a) The officer's interest in the transaction [whether financial or because of other directorship(s) or office(s) held by the officer] must be fully disclosed by the interested officer to the Board.

(b) The interested officer must leave the meeting during the discussion and not vote on any transaction involving the interested officer, including any transaction involving the MGSCC and any other corporation, firm or association in which the interested officer is a director, trustee, or officer.

(c) Prior to consummating the transaction, the Board (excluding all interested officer(s)) must:

- (i) Determine that the transaction will be entered into by the MGSCC for its own benefit;
- (ii) Determine that the transaction is fair and reasonable to the MGSCC;
- (iii) Determine, in good faith and after reasonable investigation, that the MGSCC could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; and
- (iv) Authorize and approve the transaction in good faith by a vote of a majority of the officers in office, without counting the vote of the interested officer(s), and with knowledge of the material facts concerning the transaction and the officer's interest in the transaction.

(d) A committee or person authorized by the Board may approve a transaction to which the MGSCC is a party and in which one of its officers is an interested officer provided that;

- (i) Such committee or authorized person approves the transaction in a manner consistent with the procedures described in Article XI, Section 1, paragraph (c) herein above;
- (ii) It was not reasonably practicable to obtain the approval of the Board (excluding all interested officers) prior to entering into the transaction; and

(iii) The Board (excluding all interested officers), after determining in good faith that the standards set forth in Article XI, Section 1, paragraph (c) herein above were satisfied, ratifies the transaction at its next meeting by a vote of the majority of the officers in office, without counting the vote of the interested officer(s).

(e) An interested officer may be counted in determining the presence of a quorum at a meeting of the Board.