



SECTION 1 — GOVERNANCE AND ORGANIZATIONAL POLICIES

Policy 1.1: Board Governance Policy

Purpose:

To define the responsibilities, structure, and conduct of the Board of Directors of *Mid-Missouri Artists, Inc.*

Policy Statement:

The Board of Directors provides leadership, sets strategic direction, and ensures the organization's mission and values guide all activities. Members must act in good faith, with loyalty and due care, and in the best interests of the organization.

Procedures:

- The Board meets at least four times per year.
- Each member serves a renewable one-year term.
- Committees may be assigned by the President and may include Finance, Social, Art Shows, Programs, Newsletter, Public Relations, Classes and Workshops, Historian, and Parliamentarian. Committee chairs shall be appointed by the President.
- Directors must disclose any potential conflicts of interest before participating in votes.

Policy 1.2: Conflict of Interest Policy

Purpose:

To ensure that decisions are made impartially and fairly.

Policy Statement:

Board members, officers, and volunteers must avoid situations in which personal or financial interests conflict with their duties to *Mid-Missouri Artists, Inc.*

Procedures:

- All directors sign a Conflict of Interest Statement annually.
- Conflicted individuals must disclose relationships and abstain from any related vote.
- The Secretary records disclosures and abstentions in meeting minutes.

Detailed Procedures for Addressing a Conflict of Interest

When a potential Conflict of Interest is disclosed, the following procedure will be followed:

1. **Inquiry and Documentation:** The Director, Officer, or committee member having the conflict (the **Interested Person**) shall not be present during the discussion or vote on the matter. However, the Board or committee may request the Interested Person to provide any relevant material facts prior to the deliberation and vote.
2. **Determination of Conflict:** The remaining Board/Committee members shall decide by a majority vote whether a Conflict of Interest exists.
3. **Vetting and Approval of Transaction:**
 - If a conflict is determined to exist, the Board/Committee must ascertain that the MMA is entering into the transaction or arrangement because it is in the best interest of the organization.
 - The Board/Committee must obtain and evaluate comparable data (e.g., two competitive bids, market rate quotes, or documented comparison with similar non-profit practices) to determine if the transaction is fair, reasonable, and at **arm's length** (no less favorable than the MMA could obtain from an unrelated party).
 - A transaction involving a Conflict of Interest may only be approved by a majority vote of the **disinterested** Directors or committee members.
4. **Record of Proceedings:** The minutes of the Board of Directors (or committee) meeting must document:
 - The name of the Interested Person.
 - The nature of the Conflict of Interest.
 - The abstention of the Interested Person from the discussion and vote.
 - The comparable data obtained and reviewed.
 - The result of the vote and the basis for the decision to enter into the transaction.

Violations of the Policy

1. If the Board of Directors (or a committee) has reasonable cause to believe a Director, Officer, or employee has failed to disclose an actual or potential Conflict of Interest, it shall inform the person of the basis for this belief and afford the person an opportunity to explain the alleged failure to disclose.
2. If, after hearing the person's response, and after further investigation as warranted by the circumstances, the Board or committee determines that the person has failed to disclose a Conflict of Interest, it shall take appropriate disciplinary and corrective action, up to and including removal from office, termination of employment, or legal action.

Review and Distribution

This policy shall be distributed to all Directors, Officers, and key employees upon their initial involvement with the MMA and shall be reviewed and signed annually.

Policy 1.3: Code of Conduct and Ethics

Purpose:

To promote mutual respect, professionalism, and integrity among all participants.

Policy Statement:

Members, volunteers, and staff must uphold the organization's reputation and treat others equitably and respectfully.

Procedures:

- Harassment, discrimination, or unethical conduct will not be tolerated.
- Complaints of misconduct may be submitted to the President or Board in writing.
- The Board reviews complaints within 30 days and documents findings in writing.

Policy 1.4: Whistleblower Policy

Purpose:

To encourage the reporting of unethical conduct without fear of retaliation.

Policy Statement:

Mid-Missouri Artists, Inc. prohibits retaliation against anyone who, in good faith, reports wrongdoing or policy violations.

Procedures:

- Reports may be made to any Director of the Board.
- Investigations will be prompt and confidential.
- Corrective actions will be taken as determined by the Board.