

Ballston Spa  
Junior Baseball League, Inc.

**Constitution  
And  
By-Laws**

*Revised January 2017*

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**Article I: Offices**

The principal office of the Corporation shall be in the Village of Ballston Spa, County of Saratoga, and State of New York.

**Article II: Purpose, Focus and Limitations**

**A. Purpose:**

“Ballston Spa Junior Baseball League, Inc. is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.”

**B. Focus:**

The focus of this corporation is to develop and maintain a sports program for youth residing in the Ballston Spa region within the confines of Article II.A hereof.

**C. Limitations:**

“No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding “Purpose” paragraph hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.”

### Article III: Membership

- A. Qualification for voting membership shall be as follows:
- a. Must be 21 years of age or over.
  - b. Must be approved by a majority of the members of the Board of Directors.
  - c. Non-Voting membership shall be extended to all individuals approved by a majority of the members of the Board of Directors.
  - d. Must not be a direct relation to an existing board member (e.g. spouse, son, daughter, sibling, or parent). Exception, the existing board member has submitted his/her notice and there will be no overlap where both will have a valid voting position. If due to unavoidable circumstances an overlap exists between the two board members, the incoming board member will not be afforded voting privileges until the out-going board member's voting privileges have been eliminated.
  - e. Board members voting privileges are immediately terminated upon submission/notification of resignation
  - f. Board member voting privileges are revoked for the final meeting of said board members term. An outgoing board member whose term is at an end is thereby ineligible to vote for open board positions at the October annual membership board meeting.
  - g. A new board member must review and provide signature acknowledgement of having read, understood and agreed to adherence to the By-Laws set forth within prior to being granted a voting membership.
- B. An annual membership meeting of the Corporation shall be held in October and all members shall be notified by the Secretary, in writing, when such meeting will be held. In no event will the meeting be held later than October 31<sup>st</sup>.
- a. The League Constitution and By-Laws shall be reviewed as the first order of business at the first board following the annual membership meeting in November. All board members must provide signature acknowledgement of the annual review and understanding of the League Constitution and By-Laws.
- C. A regular meeting of the Corporation shall be held at least once per month. Exceptions can be made with the approval of the majority of the Board of Directors.
- D. In any meeting of the Corporation no business shall be conducted without a quorum of the Board members present. If at any regular meeting a quorum is not present, the meeting shall be adjourned.
- E. Two (2) members of the Board of Directors may call a Special Meeting of the Corporation. Upon request for such a meeting, the Secretary shall notify all Board members of the date, time and place of the meeting. Included in the notice will be the purpose of the meeting. No other business may be transacted without unanimous consent

of the Board Members present.

- F. Every Board Member is entitled to vote on any issue coming before the membership. Proxies may be accepted in writing with prior notification to a minimum of two voting board members.
- G. No Corporate decisions of a strategic nature or involving a purchase in excess of \$1000 (not included in the approved budget, and not part of a travel team's fundraising account) shall be made at any other than a regular or special meeting. Corporate decisions inclusive of non-strategic decisions and involving a purchase of \$1000 (not included in the approved budget, and not part of a travel team's fundraising account) or less can be carried by an email or text vote. The topic and vote results are to be recorded by the Secretary of the Board and included in the Meeting Minutes at the next regularly scheduled board meeting.
  - a. Action voted on by email or text must carry a unanimous consent.
  - b. After a period of 48 hours after the motion is initially communicated, should a voting member not offer consent or dissent the position will be assumed as acquiescence. At least two attempts to contact the board member must have been made by alternative communications measures (one must be via a direct phone call) prior to assuming acquiescence.
  - c. Should any voting board member dissent, the matter will be deferred to a special meeting or the next regularly scheduled board meeting to provide the dissenting board member(s) the opportunity to argue their position.
- H. Should any Board Member absent him/her self from three (3) consecutive regular meetings without an acceptable excuse, his/her membership from the Board may be declared vacant by majority vote of the remaining Corporation Board Members.
- I. The order of business at all meetings, with the exception of specially called meetings, shall be as follows:
  - a. Roll Call.
  - b. Reading and acceptance of the minutes of the previous meeting.
  - c. Report of Officers.
  - d. Reports of Committees
  - e. Old Business
  - f. New Business
  - g. Adjournment
- J. Meetings shall be held according to "Roberts Rules of Order".
- K. There shall be no membership dues in the Corporation.
- L. Every Board Member is required to be familiar with and abide by Article XIII, Conflict of Interest Policy.

#### **Article IV: Directors**

- A. A Board of Directors consisting of a minimum of five (5) and a maximum of eleven (11) Directors shall manage the Corporation.
- B. The voting membership shall elect the Directors at the annual membership meeting for a term of one (1) year beginning with the first meeting in October by majority vote. League officers shall be elected by the Directors and their terms shall run concurrently.
- a. Any board position where the incumbent board member does not carry a majority vote at the annual membership meeting he or she will no longer hold their current board position, effective immediately. The open position will be immediately posted and filled as soon as possible.
- C. Term Limit: A Director carrying a majority vote during the annual voting membership meeting is restricted to three consecutive years of service. The board member at their term limit can post for a continuation of their existing position or an alternate board position. However, the position has to be posted as open and advertised as such to the baseball community (See Article IV, Section D).
- a. The service end date of each board member should be listed next to their name on the league's home page in addition to being recorded and tracked by the league Secretary.
  - b. In order to avoid a majority board member turn-over situation, as of 1/23/2017 the term limits for the 11 league board positions will be staggered as follows.
    - i. The 3 year term limit for the Facilities Director, Treasurer and Scheduling Director will conclude in October of 2018, and the term expiration for said positions will thereby conclude every 3 years thereafter (2020, 2023, 2026 ... etc) regardless of when the positions are filled. For example, should the Treasurer resign in June of 2018, and is hence filled in July of 2017, the Treasurer position term for the current and new Treasurer would still expires in October 2018, and the board position is thereby required to be declared open to the baseball community in accordance with Article IV, Section E.
    - ii. The 3 year term limit for the President, Junior League Travel Director and Senior Recreation & Travel League Director will conclude in October of 2019, and the term expiration for said positions will thereby conclude every 3 years thereafter (2021, 2024, 2027 ... etc) regardless of when the positions are filled. For example, should the President resign in June of 2018, and is hence filled in July of 2018, the President position term for the current and new President would still expires in October 2019, and the President of the Board position is thereby required to be opened up to the other existing board members for an open election, and subsequently to the baseball community should no existing board member be interested in the President position.
    - iii. The 3 year term limit for the Vice President, Junior Baseball League Director, Concessions Director and Marketing & Fundraising Director will conclude in October of 2020, and the term expiration for said positions will thereby conclude every 3 years thereafter (2022, 2025, 2028 ... etc)

regardless of when the positions are filled. For example, should the Vice President resign in June of 2020, and is hence filled in July of 2019, the President position term for the current and new President would still expires in October 2020, and the Vice President of the Board position is thereby required to be opened up to the other existing board members for an open election, and subsequently to the baseball community should no existing board member be interested in the President position.

- D. If, for any reason, a vacancy occurs in the Board of Directors it shall be filled by election of the board members, with a quorum present. This process fills the office only until the next annual meeting at which time it will be filled by the regular election procedure.
- E. Open board position fulfillment process must include a league-wide communication inclusive of all available methods of communication (e.g. league web-site and email distribution list). The communication must detail what board position is open, the duties of the open board position and the process for applying for the open board position.
  - a. The application process for applying for an open board position is as follows:
    - i. Contact the league Secretary to formally express interest, and schedule an interview with the league board.
    - ii. The interview will be conducted in conjunction with a regularly scheduled board meeting. Unless additional interviews are being conducted at future board meetings for the position of interest, the board will vote on the open board position during the same board meeting, at which point a motion to vote for each individual interviewing will be held after all interviews. The applying candidates will be informed as to when the voting will take place, and when a decision will be made.
    - iii. A decision will be communicated by the President within 1 week of the board's vote.
  - b. All applicants must be considered and offered the opportunity to interview for an open board position.
- F. Any Director, officer, or non-voting member may be removed at any time for cause, by a majority vote of the voting membership.
- G. Any Director may resign at any time upon written notice to the Secretary. The resignation shall be effective, unless otherwise stated in the letter, upon receipt of the letter by the Secretary.
- H. A quorum shall constitute the majority of the members of the entire Board.
- I. A simple majority is all that is required for action by the Board, unless otherwise stipulated in these By-Laws.
- J. The President shall preside over all Board meeting. In his/her absence, the Vice-President shall preside over the meeting(s).

## **Article V: Officers**

- A. The Officers of the Corporation shall be as follows:
  - a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer
- B. Any officer elected or appointed may be removed by a Majority vote of the remaining Board members. The vacancy created must be filled as soon as possible.
- C. No Board Member may hold more than one office in the Corporation. There shall be no salaries paid to any officer or Board Member with the exception of umpires that may hold a seat on the Board.
- D. The President and Vice President must be nominated from the existing members of the board of directors. Should there be no interest among the existing members of the board, external candidates can be solicited and considered.

## **Article VI: Duties of the Officers**

- A. The Duties of the President shall be as follows:
  - a. The President shall preside over all meetings of the Board of Directors and the general membership of the Corporation.
  - b. The President shall preside over an annual open community meeting. The annual open community meeting shall held annually in September.
  - c. The President shall be responsible to see that all directives of the Board of Directors are carried out.
  - d. The President shall not chair any committees but shall serve as an advisor on all committees.
  - e. The President can be assigned other duties from time to time by the Board of Directors.
  - f. The President shall co-sign all financial instruments with the Treasurer.
  - g. The President shall be responsible for the general management of the Corporation.
  - h. The President shall bear the overall responsibility for the protection of the tax exempt status of the Corporation under IRS provision 501(c)3. This includes, but is not limited to, ensuring that no activity prohibited by section 501(c)3 is undertaken by the Corporation, all required filings are completed, and periodic reviews required by Article XIII Conflict of Interest Policy are conducted. The President may employ the use of outside experts in the course of this responsibility.
- B. The Duties of the Vice President shall be as follows:
  - a. The Vice President shall preside over all meetings of the Board of Directors and the general membership of the Corporation in the absence of the President.

- b. The Vice President shall preside as the committee co-chairperson over all capital improvement projects along with the Facilities Director.
  - c. The Vice President shall be responsible for the project management of all capital improvement projects.
  - d. The Vice President shall assist the President in seeing that all directives of the Board of Directors are carried out.
  - e. The Vice President can be assigned other duties from time to time by the Board of Directors.
  - f. The Vice President shall assist the President with the general management of the Corporation.
- C. The Duties of the Secretary shall be as follows:
- a. The Secretary shall keep the minutes of all meetings of the Corporation.
  - b. The Secretary shall be responsible for all general league communications (e.g. Sponsor recognition, Opening Day, Fundraising Initiatives... etc.). BSJBL Board Members will be responsible for specific communications in association with their area of responsibility.
  - c. The Secretary shall be responsible for submitting together an annual communication plan that will include regular communication plans as well as annual communication plans. (Sponsor recognition schedule, League events... etc.) The communication plan is to be submitted in November annually for board review and comment.
  - d. The Secretary shall be responsible for the up-keep of the BSJBL website, Facebook and Twitter accounts.
  - e. The Secretary shall have custody of the Corporate Seal and shall affix it to any and all documents authorized by the Board of Directors.
  - f. The Secretary shall keep a list of all members of the Corporation including their addresses.
  - g. The Secretary shall maintain a list of all players and coaches in the program.
  - h. The Secretary shall notify all members of meetings of the Corporation.
  - i. The Secretary shall maintain all records, except financial, of the Corporation.
  - j. The Secretary shall attend to all correspondence directed by the Board of Directors of the Corporation.
  - k. The Board of Directors can from time to time, assign the Secretary to other duties.
- M. The Duties of the Treasurer shall be as follows:
- a. The Treasurer shall have custody of all funds of the Corporation.
  - b. The Treasurer shall open and maintain any savings or checking accounts deemed necessary by the Board of Directors. These accounts shall be at depositories specified by the Board. The Vice President and Secretary shall be listed as additional authorized account holders along with the league Treasurer.
  - c. The Treasurer shall be responsible for maintaining all financial records of the corporation, he/she shall, upon demand of any officer, produce these records.
  - d. The Treasurer's signature shall appear on all financial instruments for the Corporation.



- e. The Treasurer shall provide an annual audit of all records at the annual meeting in October.
- f. The Treasurer shall, at every regular meeting, make a financial statement for recording in the minutes of the meeting.
- g. The Treasurer will outline, in the October meeting, a projected budget to be voted on at the November meeting by the Board of Directors.
- h. The Treasurer will provide a financial statement for the purpose of distribution to the baseball community annually at the start of the Spring baseball season, no later than April 30<sup>th</sup>. The financial statement will include the prior year's annual financial position. The financial statement is to be reviewed and approved at the monthly board meeting in April prior to being communicated by the Scheduling Director.
- i. The Board of Directors can from time to time assign the Treasurer other duties.
- j. The Treasurer is responsible for maintaining the financial records of the Corporation in a manner consistent with the Corporation's tax exempt status under Section 501(c)3 of the federal tax code. This includes ensuring financial records are of sufficient structure and detail to facilitate review by the President and Board of Directors, that all required state and federal filings are completed, that all financial activity is consistent with the Corporation's charitable purpose, and that any financial activity which might be considered a conflict of interest under Article XIII is brought to the attention of the Board of Directors. The treasurer may seek the advice or review of an outside expert in the course of this responsibility.

## **Article VII: Budgets**

- A. Budgets will be approved at the November meeting for the following Responsibilities:
  - a. Junior Rec League
  - b. Senior Rec League
  - c. Travel
  - d. Facilities
  - e. Concession
  - f. Publicity, Sponsorship & Fundraising
  - g. Administrative
- B. Budgets will consist of all items used in the everyday operation of stated responsibilities to include the following:
  - a. Junior Rec League
    - i. Equipment – baseballs, helmets, catcher's gear etc.
    - ii. Field Usage Assessment (including consumables & maintenance)
    - iii. Registration Fees
    - iv. Uniforms
    - v. Umpires
    - vi. All Star Games &/or Tournaments



- b. Senior Rec League
  - i. Equipment – baseballs, helmets, catcher’s gear etc.
  - ii. Field Usage Assessment (including consumables & maintenance)
  - iii. Registration Fees
  - iv. Uniforms
  - v. Umpires
  
- c. Travel
  - i. Equipment – baseballs, helmets, catcher’s gear etc.
  - ii. Field Usage Assessment (including consumables & maintenance)
  - iii. Registration Fees
  - iv. Uniforms
  - v. Umpires
  
- d. Facilities
  - i. Maintenance of tractors and heavy equipment.
  - ii. Lime for field lining
  - iii. Dry-it for water clean up
  - iv. Gasoline for Tractors
  - v. Equipment (Line machines, rakes, shovels, tools etc.)
  - vi. Landscaping
  - vii. Utilities
  
- e. Concession
  - i. All paper supplies
  - ii. All food supplies
  - iii. All Beverage supplies
  - iv. Cleaning and maintenance supplies.
  - v. Cooking supplies & equipment
  
- f. Publicity, Sponsorship, & Fundraising
  - i. Advertising
  - ii. Fundraising
  - iii. Sponsors
  - iv. Donations
  - v. Apparel
  - vi. Field Signs
  - vii. Administrative Expenses
  
- g. Administrative
  - i. Copies
  - ii. Supplies
  - iii. Office
  - iv. Insurance
  - v. Charter Expenses

- C. Directors approaching their budget cap for their respective responsibilities will need to present an amended budget to the Board members to be voted on at the first possible regular or special meeting.
- D. All items not covered in the budget process, must be presented and approved by the majority of Board Members at the next available meeting. Example: A pitching machine is not part of the everyday needs of the Junior Baseball program, purchase of said equipment would need a vote by the board, regardless of whether or not it was within the limitations of the funds in the Junior Baseball program budget.

#### **Article VIII: Capital Improvements**

- A. All capital, facility, or field improvements must be voted on at a regular or special meeting of the Board with a majority approval necessary, regardless of cost.
- B. If there is a safety issue or emergency (fence repair, plumbing break, dug out damage, etc.), an emergency vote via email, phone, or emergency meeting may be used as a valid vote of approval by the Board of Directors.
- C. No capital, facility, or field improvements may be conducted without documentation of Board approval.

#### **Article IX: Discretionary spending**

- A. From time to time, it may be necessary for Directors to spend money on supplies for which they are not responsible for the budget. Examples are gasoline for the mower, hot dogs for the concession, paper towels for the bathroom, etc. Directors are authorized to purchase these items if necessary.
- B. No purchases of discretionary items should exceed \$250.
- C. All purchases should be made out of the Director's pocket initially.
- D. Receipts for discretionary spending must be turned in at the next regular meeting to the Treasurer for reimbursement. No reimbursement shall be dispersed without a receipt.

#### **Article X: Construction**

- A. In the event there is a conflict between these By-Laws and the provisions of the Certificate of Incorporation, the provisions of the Certificate shall prevail.

#### **Article XI: Amendments/Revisions**

- A. These By-Laws may be amended or repealed by the authorized voting membership in accordance with the following procedures.

- a. Any proposed revision(s) will be presented to the Board by the proposing Board Member at the regularly scheduled meeting, at which time the proposed change(s) will be discussed. Voting will be at the first legally constituted meeting after the meeting in which the proposal is made.

## **Article XII: Dissolution**

“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 , or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.”

It is the intent of the corporation that the dissolution be conducted, within the confines of the preceding paragraph, in the following manner. In the event of dissolution of the corporation, after all outstanding obligations are satisfied, the remaining assets will be held up to three (3) years by the bank of record for the corporation. The bank will control the assets for up to three years, unless another Ballston Spa Baseball league is formed. If after three (3) years no baseball league comes forth, the property and other non-cash assets will be converted entirely to cash and deposited in the band of record for the corporation, to be used to establish a scholarship fund to be awarded to the highest academically ranked boy playing as a senior on the Ballston Spa High School Varsity Baseball team. The status of eligibility of this individual will be confirmed by the school’s Physical Education Department and the Principal. A maximum amount of \$2000 will be paid directly to the college/university, for that student only; if the recipient does not attend, the money will revert back to the fund. The scholarship shall be awarded once annually until all funds are distributed.

## **Article XIII: Conflict of Interest Policy**

### **Article I - Purpose**

The purpose of the 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.

#### **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. 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.

#### **2. 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.

#### **3. 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 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.

#### **4. 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. A periodic review must be undertaken at least once every five years. 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 must use outside advisors. The use of an outside expert shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.