

ARTICLE VIII
Conflict of Interest

The purpose of this Article VIII is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or an Officer or might result in a possible excess benefit transaction. This Article VIII is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 1. Definitions.

(a) Interested Person. Any Director, Officer, or member of a committee with Board of Director delegated powers, who has a direct or indirect Financial Interest (as defined below) is an "Interested Person."

(b) Financial Interest. A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment, or family (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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 Section 2(b) below, a person who has a Financial Interest may have a conflict of interest only if the Board of Directors or appropriate committee thereof decides that a conflict of interest exists.

Section 2. Procedures.

(a) 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 Board of Director delegated powers considering the proposed transaction or arrangement.

(b) 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, the Interested Person shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. (i) an Interested Person may make a presentation at the Board of Directors or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement

involving the possible conflict of interest; (ii) the President, if at a meeting of the Board of Directors, or chairperson, if at a committee meeting, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (iii) after exercising due diligence, the Board of Directors or committee shall determine whether the Corporation 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; and (iv) if a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation'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.

Section 3. Violations.

(a) Failure to Disclose. If the Board of Directors or committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford the him or her an opportunity to explain the alleged failure to disclose.

(b) Corrective Action. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the person has failed to disclose an actual or possible conflict of interest, the Board of Directors or committee shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board of Directors and all committees with Board of Director 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 Board of Director's or committee's decision as to whether a conflict of interest in fact existed; and (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 all votes taken in connection with the proceedings.

Section 5. Compensation. A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to such compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that committee member's compensation. No Director or member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Director, Officer and member of a committee with Board of Director delegated powers shall annually sign a statement which affirms such person (a) has received a copy of this Article VIII; (b) has read and understands the purpose and intent of this Article VIII; (c) has agreed to

comply with the terms and conditions of this Article VIII; and (d) understands the Corporation 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.

Section 7. Periodic Reviews. To ensure the Corporation 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; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation'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.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 of this Article VIII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.