

BYLAWS OF THE TENNESSEE ACUPUNCTURE COUNCIL

ARTICLE ONE NAME

The name of the Corporation shall be the TENNESSEE ACUPUNCTURE COUNCIL, hereinafter referred to as: "TAC."

ARTICLE TWO REGISTERED AGENT

TAC shall maintain a registered agent at a location specified within the boundaries of Tennessee and listed with the Tennessee Secretary of State. Such registered agent is not required to be an individual or a member or officer of TAC.

ARTICLE THREE PURPOSES

Tennessee Acupuncture Council, is a not-for-profit, professional organization of Licensed Acupuncturists, Oriental Medicine practitioners, related students and other interested parties throughout the state of Tennessee. The purposes of TAC are within the meaning of Section 501(c)(6) of the Internal Revenue Service Code and are as follows:

1. To encourage and foster those forms of the healing arts known as Acupuncture and Oriental Medicine and its various modalities and adjunctive therapies, which are, or are defined as follows:
 - a. **Oriental Medicine** is a distinct system of health care taught at accredited colleges of Acupuncture or Chinese Medicine using either or both traditional and modern techniques, to diagnose and treat disease, illness, injury, pain or other physical or mental disharmony. Oriental medicine includes acupuncture, moxibustion, Chinese herbal medicine, Oriental bodywork therapies, exercise practices and dietary advice, general health and behavior therapies and many other modalities. (See below.)
 - b. **Acupuncture** is a form of Oriental Medicine that employs acupuncture and several adjunctive therapies. The practice of Acupuncture is the insertion of acupuncture needles to specific areas

of the human body designated as acupuncture points, a shi points or channels. Adjunctive techniques within the scope of Acupuncture practice may include but are not limited to massage, mechanical, thermal, electrical, cupping, magnets, or gua-sha scraping.

- c. **Other Acupuncture Adjunctive Therapies** include but are not limited to: auricular, nose, face, hand, foot, and scalp acupuncture.
- d. **Oriental Medicine Diagnostic Techniques** include but are not limited to the use of observation, listening, smelling, inquiring, palpation, pulse diagnosis, tongue diagnosis, hara diagnosis, physiognomy, five element correspondence, ryodoraku, akabani, and electro-stimulation.
- e. **Acupuncture Needles** mean solid filiform needles; and include but are not limited to intradermal, plum blossom, press tacks, and prismatic needles.
- f. **Dietary Guidelines** include nutritional counseling and the recommendation of food and/or supplements.
- g. **Electrical Stimulation** includes but is not limited to the treatment or diagnosis of energetic imbalances using TENS, Piezo electrical stimulation, acuscope therapy, auricular therapy devices, and percutaneous and transcutaneous electrical nerve stimulation.
- h. **Herbal Medicine** includes but is not limited to tinctures, patent remedies, decoctions from raw herbs, powders, diluted herbal remedies, freeze dried herbs, salves, poultices, medicated oils, and liniments.
- i. **Massage and Manual Techniques** include but are not limited to acupressure, Shiatsu, Tui-Na, qi healing, and medical Qi Gong.
- j. **Therapeutic Exercise** includes but is not limited to Qi Gong, Taoist self-cultivation exercises, Dao Yin, Tai Qi Chuan, Ba Gua, and meditative exercises.
- k. **Thermal Methods** include but are not limited to moxibustion, hot and cold packs and lasers, and all related therapies from devices administered in accordance with Federal Drug Administration guidelines.
- l. **General Health and Behavior Guidelines** include advice consistent with a Chinese medicine diagnosis that promotes health.

2. To assist in the establishment of statutes, rules and regulations and to support established statutes, rules and regulations of Acupuncture and Oriental Medicine in order to protect the interest of the public, the state, and qualified practitioners

3. To foster, encourage and promote constant upgrading of the skills and abilities of Acupuncture and Oriental Medicine practitioners by sponsorship or co-sponsoring continuing education programs

4. To encourage the formation of Acupuncture and Oriental Medicine educational institutes
5. To encourage and assist in healthcare research in Acupuncture and Oriental Medicine
6. To educate the public regarding the nature and scope of Acupuncture and Oriental Medicine
7. To help make Acupuncture and Oriental Medicine more available to the general public
8. To provide all the benefits possible to the membership of TAC and in all ways to serve and promote the general welfare of Acupuncturists and Oriental Medicine practitioners
9. To decrease discrimination against Acupuncture and Oriental Medicine and its qualified practitioners

ARTICLE FOUR MEMBERSHIP AND MEETINGS

SECTION ONE: MEMBERSHIP CLASSIFICATION

PROFESSIONAL MEMBER shall be open to any individual who applies to TAC for such status and satisfies the following requirements:

1. Is at least 21 years of age,
2. Maintains an Acupuncture practice in the state of North Carolina,
3. Has not been guilty of an act of unethical or unprofessional conduct,
4. Is licensed to practice Acupuncture in the state of Tennessee by the Tennessee Acupuncture Licensing Board or a successor body.

NEW PROFESSIONAL MEMBER shall be open to any individual (for no longer than one year of membership) who satisfies the following requirements:

1. Is at least 21 years of age,
2. Is licensed to practice Acupuncture in the state of Tennessee by the Tennessee Acupuncture Licensing Board or a successor body.
3. Has not been guilty of an act of unethical or unprofessional conduct.
4. Has never been a member of TAC before (with the exception of being a New Graduate Member)

NEW GRADUATE MEMBER shall be open to any individual (and valid only till the next standard renewal date) who satisfies the following requirements:

1. Is at least 21 years of age,
2. Is licensed to practice Acupuncture in the state of Tennessee by the Tennessee Acupuncture Licensing Board or a successor body.
3. Has not been guilty of an act of unethical or unprofessional conduct,

4. Has graduated from an Acupuncture and Oriental Medicine school less than one year prior to applying for New Graduate Member status in TAC.

EMERITUS OR HONORARY MEMBER is a distinction that may be conferred by the Board of Directors, voting unanimously, on any individual who has proven exceptional service to the art of Acupuncture and/or Oriental Medicine and/or TAC. Emeritus Members shall have privileges as voting members of TAC ad infinitum with no dues obligations. An Emeritus member may be elected to the Board of Directors with full voting privileges and may serve in any capacity in TAC with privileges equal to a **Professional Member**. The privileges conferred to each Honorary Member shall be determined by a majority vote of the Board of Directors.

STUDENT MEMBER shall be open to any individual who is undergoing training which is aimed at professional and licensed Acupuncture practice. Student members do not have voting privileges and may not serve on the Board of Directors. They may serve in any other capacity in TAC. Any other privileges of membership shall be decided by the Board of Directors.

ASSOCIATE MEMBER shall be open to any person who wishes to offer support to TAC; including but not limited to:

- 1) Tennessee Licensed Acupuncturists, not-residing or practicing in
- 2) Tennessee,
- 2) Practitioners in other Oriental Medical modalities, holding a diplomate in that modality from the NCCAOM,
- 3) MDs and DCs with certification in Acupuncture,
- 4) Other health professionals,
- 5) Any group, non-profit organization, individual, whether or not residing in Tennessee, and whether or not a member of the healing arts profession who wishes to offer support to TAC,
- 6) Acupuncturists licensed in states other than Tennessee.

Associate members shall not have voting privileges and may not serve on the Board of Directors. Associate members may serve in other capacities in TAC. Other privileges of Associate membership shall be decided by the Board of Directors.

SUPPORTER shall be open to anyone who would like to support the Acupuncture and Oriental Medicine profession in Tennessee.

Supporters shall not have voting privileges, may not serve on the Board of Directors, and will not receive any other benefits of membership such as discounts on CEU workshops and a place in the practitioner referral directory. The main purpose of the supporter category is to allow people to join the Association so they may then donate to the TAC's affiliated political action committee.

SCHOOL MEMBERSHIP shall be open to any school of Acupuncture and Oriental Medicine within the borders of Tennessee. The School will receive a profile page and all students at the school can join TAC for a reduced rate as set by the Board of Directors.

All membership categories shall be open to any individual or group regardless of race, creed, color, religion, sex, sexual orientation or national origin.

SECTION TWO: MEMBERSHIP SUBSCRIPTION

There shall be annual subscription fees payable by each member as set by the Board of Directors from time to time in accordance with these Bylaws. The subscription amount may be modified by a simple majority of the Board of Directors at any meeting of the Board.

There is to be a thirty (30) day "grace period" for the renewal of membership, during which time one reminder will be mailed and after which membership shall be placed into "inactive status". Inactive members are not permitted to vote.

SECTION THREE: CERTIFICATE OF MEMBERSHIP

Appropriate certificates and/or membership cards may be issued by instruction of the Board of Directors to individual members according to the genus of membership after successful application, and will be updated periodically as long as membership status is maintained.

SECTION FOUR: ANNUAL AND SPECIAL MEETING(S) OF MEMBERS

Annual Meeting. A convention of members shall be held each year during the month of April, May, or June for the purpose of:

1) electing the next President and Vice President of TAC and members of the Executive Council:

Election procedure: the President, Vice President, Treasurer and all officers to be elected to the Executive Council are elected as a team. Alternative slates headed by a different proposed President, Vice President and Treasurer and all Executive Council Officers constitute an alternative team. Whichever team wins a majority of the votes at the annual meeting fills all appropriate posts. Each slate must consist of at minimum: a President, Vice President and Treasurer. If there are no available volunteers for other positions either those posts can be filled later by

the President and Executive Council (Article Five, Section Six) or may go empty through the year.

2) reviewing the activities of TAC over the last year. The past year's President shall present an annual report summarizing TAC's activities through the past year at the beginning of the annual meeting.

3) determining goals for TAC for the following year by discussion moderated by the next President. Goals are established by a majority vote of Professional Members.

A quorum for the annual meeting shall consist of the members present.

Place of the Annual Meeting. The current President of TAC may designate any place within the borders of Tennessee and decide the day and time of the annual meeting.

Notice of the Annual Meeting. Written or printed notice of the Annual Meeting shall be made no less than sixty (60) days prior to the meeting. This notice shall be delivered upon proper posting with the United States Postal Service and by a broadcast email to the Members of TAC.

Special General Meetings. Upon call of a majority of the Board of Directors or a majority of the general voting membership by signed petition, a special meeting may be convened of the body of the membership and notification provided in accordance with the provisions of previous paragraph, Section 4, Notice of Annual Meeting.

Special meetings may be called to revise the By-laws, or any business requested that is of such urgency that business must be conducted before the next annual meeting. Written or printed notice of the Special Meeting shall be made no less than thirty (30) days prior to the meeting. This notice shall be delivered upon proper posting with the United States Postal Service and by a broadcast email to the Members of TAC.

The President presides over all Special Meetings. Agendas of Special Meetings may not be open-ended. The agenda item(s) for a Special General Meeting is determined by the majority of the Board of Directors in their vote or the general voting membership in their petition.

Proxies. No proxies are authorized.

Voting. All decision of all meetings are to be by majority vote, except as specified. By-Law revision is by 2/3 vote.

**ARTICLE FIVE
BOARD OF DIRECTORS**

SECTION ONE: General Powers

All policies of TAC shall be decided by the Board of Directors.

SECTION TWO: The Board of Directors

The Board of Directors shall consist of the following: the President, the Vice President, the Treasurer, and one representative from each local chapter in good standing of 5&".4. The Secretary of TAC shall take minutes but is not a voting member of the Board of Directors.

SECTION THREE: Board Meetings

The Board of Directors shall meet a minimum of once per year, meetings of the Board of Directors as to time and place are decided by the President of TAC. The President of TAC may call more meetings as necessary throughout the year.

The President of TAC shall preside over the meeting but does not vote unless a tie vote has taken place.

The President of TAC sets the meeting's agenda. Meetings and agendas are conducted according to Article Seven.

In the absence of the President or upon the President's request, the Vice President shall conduct the meeting.

Board Meetings shall be open to the membership, but only Board members may vote.

Board members shall be notified of regular Board Meetings at least thirty (30) days prior to such a meeting.

The President and Executive Council in the absence of policy in a specific area may adopt policy until the next Board meeting. The policy can then be voted on by the Board of Directors whether to continue that policy or not.

SECTION FOUR: Passage of Resolutions

Resolutions passed before the Board of Directors shall be decided by a simple majority of the votes cast. In the event of a tie vote, The President of TAC shall be permitted to vote in order to break the tie. The declaration by the Minutes Secretary of the Executive Council of the results of such voting shall be accepted as final by all parties concerned.

SECTION FIVE: Quorum.

A majority of Board members shall constitute a quorum at all meetings. The President or the Vice President must also be in attendance for there to be a quorum.

SECTION SIX: Vacancies.

Vacancies on the Board of Directors shall be filled by a vote of the local chapter in the event of a local representative resigning or being removed from office.

In the event of the resignation or removal of the President, the Vice President takes the office of the President with its duties and responsibilities and appoints with the approval of the Board of Directors a new Vice President. If the Vice President resigns or is removed, the President with the approval of the Board of Directors appoints a new Vice President. If the Treasurer is removed or resigns, a new Treasurer is proposed by the President and approved by the Board of Directors.

SECTION SEVEN: Compensation

Board members shall not receive any manner of compensation or salary for their services on the Board of Directors but, by resolution of the Board of Directors may receive authorized expenses for travel, food, and lodging to attend Board meetings of TAC.

SECTION EIGHT: Proxies

There shall be no proxies authorized.

SECTION NINE: Removal from Office.

A Director or the President and Vice President may be removed from office by reasons of his/her breach of responsibility to TAC by a three-quarters vote of the other Directors.

ARTICLE SIX EXECUTIVE COUNCIL

SECTION ONE: Members, Meetings and Reimbursements

The following shall constitute the Executive Council of TAC: President, Vice President, Treasurer, and Secretary, and may include a Membership Officer, Marketing Officer, Political Affairs Officer and Education Officer.

The President, Vice President and Treasurer serve as members of the Board of Directors and the Executive Council with full voting privileges on each.

The President shall have the authority to name officers to unfilled positions as in Section 4.

Executive Council members may be removed from Office by a $\frac{3}{4}$ vote of the members of the Executive Council.

Offices on the Executive Council that are open for various reasons may be filled by nomination by the President and approval by a majority vote of the Executive Council.

The Executive Council by majority vote may create more Officers at its discretion.

Consistent with the policies decided by the Board of Directors, the Executive Council shall carry out those policies by creating appropriate procedures and acting upon them.

The Executive Council shall meet at the discretion of the President . The President shall designate the time and place of such meetings, and shall notify the Executive Council at least (14) fourteen days in advance of such meeting through email or U.S. Mail.

The Executive Council agenda is set by the President according to Article 7 of the By-laws of the Association.

Council members shall be permitted to attend by teleconference or other technological means when available.

A quorum is not necessary for the Executive Council.

All actions of the Executive Council shall require the approval of a simple majority of the Executive Council.

The Executive Council shall be authorized to create committees and appoint committee members on an as-needed basis.

Executive Council members may be reimbursed for work performed and expenses incurred by approval of the Board of Directors. The President, Vice President and Treasurer may not vote on any compensation that applies to their work as a member of the Executive Council.

By a majority vote, the Board of Directors may approve additional Executive Council offices as requested by the President. The selection of an individual to fill such a post shall be proposed by the President and approved by majority vote of the Board of Directors.

SECTION TWO: Qualifications, Authority and Responsibility of Officers.

President: must be a Professional member; is a voting member of the Board of Directors except as indicated in Article Eight; presides over the Board of Directors and Executive Council as Chairperson; conducts all regular and special meetings of the membership; and establishes time and place and prepares agendas for all meetings. The President acts as a liaison for TAC with the public, the State, and other Associations. Responsibilities shall include, but not be limited to: issuance of an Annual Report delivered to the membership at the annual meeting; overseeing the daily operation of TAC; and overseeing any legal issues that may apply to TAC. The President may delegate any of his/her responsibilities to other Executive Council members with approval of the Executive Council. The President is chief supervisor of the other members of the Executive Council. Others duties as decided by the Executive Council or Board of Directors.

Vice-President: must be a Professional member; is a voting member of the Board of Directors and Executive Council except as indicated in Article Eight; chairs meetings in the absence of the president. The Vice President helps the President supervise the other members of the Executive Council. Other duties as decided by the Executive Council of Board of Directors. If the President resigns or is voted out of office, becomes the President of TAC.

Treasurer: must be a Professional member; is a voting member of the Board of Directors except as indicated in Article Eight; is responsible for all fund raising efforts; is the primary signatory on all disbursements made by TAC; arranges for the financial records to be kept and shall make those records available for inspection by TAC members and financial professionals (reviewers or auditors); at the discretion of the Board of Directors, shall prepare and maintain a budget for TAC; shall

report TAC's financial status as the Board of Directors shall require; and shall be responsible for depositing all monies and other valuables in the name and to the credit of TAC. Any other responsibilities as assigned by the Executive Council, the President and Vice President of TAC and the Board of Directors.

Secretary: gives notice of all meetings as required by the Bylaws or by law; keeps or supervises the keeping of a book of minutes of all meetings, with the notices, statements of how the meeting was authorized, names of those present and the proceedings; maintains and distributes all correspondence of TAC; creates or causes to create, maintains and updates a Policy and Procedures Manual of TAC, including all policy and procedure decisions of the Board of Directors and the Executive Council, as well as all job descriptions and ways of conducting business within TAC. Any other responsibilities as assigned by the Executive Council, the President and Vice President of TAC and the Board of Directors.

Membership Officer: keeps or supervises the keeping of a list showing Members' names and addresses; sends out membership cards and certificates (if any); and tracks dues payments by members. Notifies members of dues being due; is liason and aide to the local chapters; and recruits new members of TAC. Any other responsibilities as assigned by the Executive Council, the President and Vice President of TAC and the Board of Directors.

Marketing Officer: prepares and disseminates promotional information about Acupuncture and Oriental Medicine generally; maintains and promotes TAC's web site. Any other responsibilities as assigned by the Executive Council, the President and Vice President of TAC and the Board of Directors.

Political Officer: monitors legislation on the state level that affects the practice of Acupuncture and Oriental Medicine; reports on legislation to the President, Board, Executive Council and Members; and works with state legislators in crafting legislation that affects TAC and its Members. Any other responsibilities as assigned by the Executive Council, the President and Vice President of TAC and the Board of Directors.

Education Officer: organizes and coordinates continuing education seminars and other educational opportunities to be offered to Members of the Association, outside Oriental Medicine practitioners, other health professionals and the public. Any other responsibilities as assigned by the Executive Council, the President and Vice President of TAC and the Board of Directors.

ARTICLE SEVEN CONDUCT OF ALL MEETINGS

All meetings of the Board of Directors, Executive Council or Annual Meetings shall be conducted by the President or in the absence of the President by the Vice President. Except as indicated by the By-laws of TAC, voting is by majority. The President establishes the agenda, but must solicit, take notice and enter agenda items of the other members of the Board of Directors, Executive Council or membership at the annual meeting. The Secretary takes minutes at all meetings. In the absence of the Secretary, one of the members of the Board of Directors or Executive Council is designated by the President to take minutes.

ARTICLE EIGHT COMPENSATION

No part of TAC's net earnings will inure to the benefit of, or be distributed to its members, officers or other private persons, except that TAC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three.

ARTICLE NINE MANAGEMENT

SECTION ONE: TAC establishes a fiscal management program; said fiscal year to begin July 1st of each year. The Board of Directors may request a budget for the fiscal year to be drawn up by the Treasurer.

SECTION TWO: The Board shall ensure that proper books relating to the accounts of TAC are kept by the Treasurer. These books shall be open for inspection by any member upon reasonable request. TAC shall have a review of the books performed by an outside accountant in years ending in "5" or "0". The Board may also request a monthly review of all expenditures by a designated Board member.

SECTION THREE: The funds of TAC shall be used only in accordance with the rules, objectives, policies and procedures of TAC and for its general administration and operation.

SECTION FOUR: The funds of TAC shall be kept in an account at a Federally Insured Financial Institution.

SECTION FIVE: The Secretary of the Executive Council shall establish and keep while in office a Policies and Procedures Manual of TAC, job descriptions of all

Executive Council officers and anyone working under them and the minutes of all meetings.

SECTION SIX: Upon dissolution of TAC, assets shall be distributed to pay all outstanding debts and any remainder to the Acupuncture Licensing Board of the State of Tennessee.

ARTICLE TEN LOCAL CHAPTERS

Local chapters in Tennessee shall be centered in Memphis, Nashville, Chattanooga, Knoxville and Johnson City.

The Board of Directors shall have the power to create additional local chapters within the state. To be considered a new official local chapter of the TAC requires recognition by the Board of Directors of TAC by a majority vote. The first representative of the new local chapter shall present themselves to the Board of Directors of TAC at the next board meeting of TAC. If membership by a local chapter has lapsed or been suspended, recognition by the Board of Directors by majority vote is required.

Members may choose which chapter(s) to belong to; may attend any meeting of any local chapter; but can only have voting privileges in one chapter. Attempting to vote in more than chapter is grounds for expulsion from TAC. Expulsion is decided by a majority of the Board of Directors.

Each local chapter will be allowed one representative on the Board of Directors with one vote. In case of an emergency an alternative representative can be sent to a Board of Directors meetings.

Each local chapter by majority elects their representatives at the first meeting following TAC's annual meeting. The past representative to TAC conducts the election.

Three Professional Members of TAC constitute a quorum at a local chapter meeting.

Attendance at each Board of Directors meeting by either the chapter representative or an alternate is required. A chapter is temporarily suspended that does not send a representative to a Board of Directors meeting and any privileges in being a local chapter suspended as well. Local chapters can reapply for membership on the Board of Directors

and recognition of status and privileges by a request to the Board of Directors at the next Board Meeting. The Board of Directors may then reinstate a local chapter. Local chapter attendance at a Board may be waived by request to the President of the Board before a Board of Directors meeting under emergency or extraordinary circumstances: poor weather, death in the family, etc.

Local chapters may meet and conduct their business at their own discretion — except the election of the next chapter representative to TAC as above — as long as decisions are established by majority rule. Any local chapter organizational structure is at the discretion at the members of the local chapter providing it is established by majority rule.

Local chapters may not collect dues or spend monies without the express permission of the state Association and its Board of Directors.

All dues or monies collected with permission must be forwarded to the Treasurer of TAC. Any disbursements made to local chapters is made by the Treasurer consistent with the permissions of the Board of Directors.

**ARTICLE ELEVEN
AMENDMENTS TO THE BYLAWS**

The Bylaws of TAC are subject to amendment, alteration, or repeal at a general meeting or special meeting with a 2/3 majority of the votes cast.

**ARTICLE TWELVE
CONFLICT OF INTEREST POLICY
See Addendum**

Adopted this the _____ day of _____ 2015, by a 2/3 vote at the Special Meeting of TAC.

President

Secretary

ADDENDUM

CONFLICT OF INTEREST POLICY

Purpose - The purpose of the conflict of interest policy is to protect TAC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of TAC 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.

Definitions

1. *interested persons* - Any director, principal officer, or member of a committee with Board of Directors or Executive Council 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 TAC has a transaction or arrangement,
 - b. A compensation arrangement with TAC or with any entity or individual with which TAC has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which TAC is negotiating a transaction or arrangement.
 - d. 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.

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 Board of Directors or Executive Council 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 Board of Directors or Executive Council or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or Executive Council 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 Board of Directors or Executive Council 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 Board of Directors or Executive Council 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 Board of Directors or Executive Council or committee shall determine whether TAC 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 Board of Directors or Executive Council or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in TAC'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 conflict of interest policy –*

a. If the Board of Directors or Executive Council 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 Board of Directors or Executive Council or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings - The minutes of the Board of Directors or Executive Council and all committees with board delegated powers shall contain:

1. 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.
2. 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.

Compensation

1. A voting member of the Board of Directors or Executive Council who receives compensation, directly or indirectly, from TAC for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from TAC for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the Board of Directors or Executive Council or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from TAC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements - Each director, principal officer and member of a committee with Board of Directors or Executive Council delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands TAC 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.

Periodic Reviews - To ensure TAC 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to TAC'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.
3. Use of outside experts
 - a. When conducting the periodic reviews TAC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors or Executive Council of its responsibility for ensuring periodic reviews are conducted.