



MICHIGAN COMMUNITY  
COLLEGE ASSOCIATION

BYLAWS

MICHIGAN COMMUNITY COLLEGE ASSOCIATION

ARTICLE I - NAME AND PURPOSE

Sec. 1. **Name.**

The name of the corporation is Michigan Community College Association.

Sec. 2 **Mission.**

The Michigan Community College Association is the association of Michigan public community colleges whose mission is to provide leadership on issues affecting member colleges.

*(History: Am. MCCA Minutes July 23-24, 2009)*

Sec. 3. **Purpose.**

The Michigan Community College Association, with a Board of Directors composed of the president and a trustee representative from each member college, is organized to achieve the collective legislative and other state-level goals of its members and to advocate the benefits of community college services for the citizens of the State of Michigan. The specific purposes of MCCA are:

- (1) To represent member colleges when taking collective action.
- (2) To influence legislative action at the state and federal levels.
- (3) To facilitate the exchange of ideas and information among member colleges.
- (4) To maintain working relationships with boards, offices, departments, agencies, groups, and associations which may have an impact on community college affairs in Michigan.
- (5) To provide services to member colleges.
- (6) To advocate the benefits of community colleges for Michigan citizens.

*(History: Am. MCCA Minutes, p. 4, July 22, 1983)*

Sec. 4. **Statement of Philosophy.**

The values of this membership organization include:

- (1) Community colleges are an integral and vital component of higher education in Michigan.
- (2) Community colleges have a primary role in economic development and job training.
- (3) Collective action through MCCA can benefit both member colleges and Michigan citizens.

- (4) Collective support of member colleges will enhance the achievement of their individually-defined missions and roles.

*(History: Add. MCCA Minutes, p. 4, July 22, 1983)*

<Sec. 4.>

*(History: Add. MCCA Minutes, p. 4, July 22, 1983*

*Del. MCCA Minutes, July 23-24, 2009)*

## ARTICLE II – MEMBERSHIP

### Sec. 1. **General Membership.**

Any public community college of the State of Michigan, including any tribal college, may become a member of the Association upon annual payment of dues.

*(History: Am. MCCA Minutes July 23-24, 2009; Am. MCCA Minutes March 25, 2022)*

### Sec. 2. **Withdrawal from Membership.**

Any member college of the Association may withdraw there from by notifying the Chairperson of the Association of its desire to withdraw in writing.

*(History: Am. MCCA Minutes, p. 6, March 21-22, 1997,*

*Am. MCCA Minutes, July 23-24, 2009)*

### Sec. 3. **Suspension of Membership.**

Any member college of the Association which is in arrears in its annual payment of dues for more than six months, after July 1 in any year, shall be automatically suspended and removed from the membership roll of the Association, unless previous arrangement has been made for the later payment.

*(History: Am. MCCA Minutes July 23-24, 2009)*

### Sec. 4. **Affiliate Membership.**

Any organization established by and representing community college administrators other than the chief executive officers thereof may, upon application to and approval by the Board of Directors, become an Affiliate Member. Any administrator organization desiring to affiliate with the Association shall set forth in its request the organization's identity, purpose, membership criteria and form of governance. Approval by the Board of Directors and written notification to the organization constitute official recognition and affiliation with the Association.

Representatives of affiliate members may not vote or hold elective office in the Association. The Board of Directors may withdraw formal affiliation by a written thirty (30) day notice.

*(History: Add. MCCA Minutes, p. 7, May 20, 1972)*

## ARTICLE III – DUES

### Sec. 1. **How Prescribed.**

The membership dues shall be established by the Board of Directors prior to the start of each fiscal year.

*(History: Am. MCCA Minutes July 23-24, 2009,  
Am. MCCA Minutes July 24, 2015)*

Sec. 2. **Purpose.**

Dues and assessments shall be used for the purpose of financing the annual budget as approved by the Board of Directors.

**ARTICLE IV - FISCAL YEAR**

Sec. 1. **Fiscal Year.**

The fiscal year of the Association shall be from July 1 to and including June 30.

**ARTICLE V - BOARD OF DIRECTORS**

Sec. 1. **Board Membership.**

There shall be a Board of Directors composed of the chief administrative officer of each member college and one member of the governing board. The governing board of each member college shall also designate an alternate who shall serve in the absence of its governing board member Director of the Association. In case a member college's chief administrator, and regular and alternate governing board member Directors are unable to attend a meeting of the Board of Directors of the Association, the governing board of such a college may designate another administrator or governing board member to represent the member college at that meeting only.

Sec. 2. **Selection.**

Prior to July 15 each year, each member college shall certify to the Secretary of the Association its members of the Board of Directors.

Sec. 3. **Duties.**

The Board of Directors shall have responsibility for the accomplishment of the purposes of the Association as established from time to time within the procedures provided in these bylaws and shall be solely responsible for establishing policy of the Association. The Board of Directors shall employ a President who shall serve as Secretary of the Association and carry on the ordinary business of the Association. The policy established by the Board of Directors for the administration and operational details of the Association shall be incorporated in a policy manual.

*(History: Am. MCCA Minutes, p. 21, July 24-27, 1970; Am. MCCA Minutes, p. 7, April 20-21, 1979; Am. MCCA Minutes, p. 6, March 21-22, 1997; Am. MCCA Minutes, July 27, 2012; Am. MCCA Minutes March 25, 2022)*

Sec. 4. **Vacancies.**

In the event a governing Board Director dies, resigns or is no longer a member of the college's governing board, the governing board of the member college shall within 30 days designate a new Director.

*(Am. MCCA Minutes March 25, 2022)*

Sec. 5. **Meetings.**

The Board of Directors shall meet at least three times annually at a time and place determined by the Board.

*(Am. MCCA Minutes March 25, 2022)*

Sec. 6. **Quorum.**

Quorum constitutes Directors representing a majority of the member colleges.

*(History: Am. MCCA Minutes July 23-24, 2009)*

Sec. 7. **Voting.**

Each member college shall be entitled to one vote upon all matters submitted for vote. Votes may be cast by electronic transmission. Proxy voting by a properly designated alternate is permitted.

*(History: Am. MCCA Minutes July 23-24, 2009; Am. MCCA Minutes July 27, 2012)*

Sec. 8. **Annual meeting.**

The annual meeting of the Board of Directors shall be held at a time and place to be determined by the Board of Directors.

*(History: Am. MCCA Minutes, p. 14, December 7-8, 1973; Am. MCCA Minutes, p. 9, January 23-24, 1976; Am. MCCA Minutes July 23-24, 2009)*

Sec. 9. **Special Meetings.**

Special meetings may be called by the Chairperson, the Executive Committee or a majority of the Board of Directors. Notice of the time and place of any special meetings shall be sent via standard or electronic mail to each member of the Board of Directors at least five days prior to the date set for the meeting. The notice of a special meeting shall state the purpose for which the meeting is called and no other business shall be transacted thereat.

*(History: Am. MCCA Minutes, p. 14, December 7-8, 1973; Am. MCCA Minutes, p. 6, June 2-3, 1978; Am. MCCA Minutes, p. 4, July 22, 1983; Am. MCCA Minutes, p. 3, September 28-29, 1990; Am. MCCA Minutes, p. 6, March 21-22, 1997; Am. MCCA Minutes July 23-24, 2009; Am. MCCA Minutes July 24, 2015)*

**ARTICLE VII – OFFICERS**

Sec. 1. **Personnel.**

The officers of the Board of Directors shall be Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chairperson, Vice-Chairperson and Treasurer shall be members of the Board of Directors. The President of the Michigan Community College Association, as hired by the Board of Directors, shall serve as secretary.

*(History: Am. MCCA Minutes, p. 6, March 21-22, 1997; Am. MCCA Minutes July 23-24, 2009; Am. MCCA Minutes March 25, 2022)*

**Sec. 2. Election.**

Officers shall be elected annually by majority vote at the annual meeting of the Board of Directors. The Chairperson shall be either a chief administrator or a member of a governing board of a member college. If the Chairperson is a chief administrator, the Vice-Chairperson shall be a governing board member; and if the Chairperson is a governing board member, the Vice-Chairperson shall be a chief administrator. The offices of Chairperson and Vice-Chairperson shall alternate annually between a member of a governing board and a chief administrator. The Treasurer shall be either a chief administrator or a member of a governing board of a member college. The office of Treasurer shall alternate every four years between a member of a governing board and a chief administrator.

*(History: Am. MCCA Minutes, p. 6, March 21-22, 1997; Am. MCCA Minutes March 25, 2022)*

**Sec. 3. Term of Office.**

The term of office of the Chairperson and the Vice-Chairperson shall be for one year or until their successor is elected. No person shall be elected to the office of Chairperson and Vice-Chairperson for more than two consecutive terms. The term of office shall coincide with the fiscal year of the Association. The term of office of the Treasurer is four years. No person shall be elected to the office of Treasurer for more than one term. The term of office of the Secretary shall coincide with employment.

*(History: Am. MCCA Minutes, p. 3, April 7-8, 1995; Am. MCCA Minutes, p. 6, March 21-22, 1997; Am. MCCA Minutes July 23-24, 2009)*

**Sec. 4. Duties.**

The officers shall perform the duties described for each office by Michigan General Corporation Laws, such as duties as usually pertain to their respective offices and such duties as may be specified by the Board of Directors.

**Sec. 5. Vacancies.**

In case of a vacancy in any office the vacancy shall be filled by a majority vote of member colleges of the Board of Directors at its next meeting. In the case of either a voluntary or involuntary vacancy in the office of MCCA President, the chair of the Executive Committee shall be the interim President until the Board of Directors fills the position.

*(History: Am. MCCA Minutes July 23-24, 2009; Am. MCCA Minutes October 3, 2009)*

**ARTICLE VIII - EXECUTIVE COMMITTEE**

**Sec. 1. Personnel.**

The Executive Committee of the Board of Directors shall be composed of the officers of the Board of Directors, the officers of the Trustees Committee, the officers of the Presidents Committee, the immediate past Chairperson of the Board of Directors, two Trustees At-Large and two

Presidents At-Large. The four At-Large positions shall represent colleges that reflect the member colleges in terms of size and geography. To the extent possible, members of the Executive Committee should not serve on committees, should not represent colleges that have recently served on the Executive Committee and should reflect the diversity of the Board of Directors including gender, race, age and ethnicity.

*(History: Am. MCCA Minutes, p. 21, July 24-27, 1970; Am. MCCA Minutes, p. 9, January 23-24, 1976; Am. MCCA Minutes, p. 6, March 21-22, 1997; Am. MCCA Minutes March 25, 2022)*

**Sec. 2. Election.**

Two At-Large positions shall be elected annually by majority vote at the annual meeting of the Board of Directors. At least 30 days prior to the annual meeting, the Chair of the Board of Directors shall make an announcement to the entire Board of any upcoming vacancies and shall begin accepting nominations to serve.

*(History: Am. MCCA Minutes, p. 6, March 21-22, 1997; Am. MCCA Minutes March 25, 2022)*

**Sec. 3. Term of Office.**

The term of office for the four At-Large positions shall be for two years. The terms for the two Presidents and two Trustees shall be staggered such that each year a new President and new Trustee is elected to an At-Large position.

*(Am. MCCA Minutes March 25, 2022)*

**Sec. 4. Duties.**

The Executive Committee shall possess those powers as shall be delegated by the membership of the Board of Directors. The Committee shall prepare an annual budget to be submitted to the Board of Directors for approval before the beginning of the fiscal year for which the budget is proposed. The proposed budget shall be sent via standard or electronic mail to all directors at least 30 days before the meeting at which the budget will be submitted for approval. The Committee shall provide for an annual audit of all Association revenues and the expenditures at the end of each fiscal year. The Committee shall serve as a planning committee for the Association and shall be responsible for preparation of the Agenda for all meetings of the Board of Directors. The Committee shall supervise and evaluate the President. The Committee shall represent and act for the Board between meetings. Action taken by the Executive Committee between regularly scheduled Board meetings shall be reported immediately to the Board of Directors and placed on the Agenda for the next regularly scheduled Board of Directors' meeting for ratification. The Executive Committee shall send minutes of the Executive Committee Meetings to the Board of Directors. The Executive Committee shall call emergency or special Board meetings and shall cancel the same or regular meetings.

*(History: Am. MCCA Minutes, p. 21, July 24-27, 1970; Am. MCCA Minutes, p. 9, January 23-24, 1976; Am. MCCA Minutes, p. 3, September 29, 1978; Am. MCCA Minutes, p. 4, July 22, 1983; Am. MCCA Minutes, p. 4, January 31 - February 1, 1997; Am. MCCA Minutes, p. 6, March 21-22, 1997, Am. MCCA Minutes July 24, 2015; Am. MCCA Minutes March 25, 2022)*

Sec. 5. **Limit of Number of Members.**

No member college shall have more than one member on the Executive Committee.

Sec. 6. **Quorum.**

A majority of the members of the committee shall constitute a quorum.

*(History: Add. MCCA Minutes, p. 7, Sept. 30-Oct. 1, 1983,  
Am. MCCA Minutes July 24, 2015)*

Sec. 7. **Expenditures and investments.**

The Executive Committee may annually review and recommend additional policies governing investments and expenditures outside the parameters of the current MCCA budget. Any such policies shall be recommended to the Board of Directors and placed on the agenda for the next regularly scheduled Board of Directors' meeting for ratification.

*(History: Add. MCCA Minutes, July 24, 2015)*

**ARTICLE VIII - TRUSTEES COMMITTEE**

Sec. 1. **Membership.**

There shall be a Trustees Committee consisting of the governing board members of the Board of Directors.

Sec. 2. **Officers.**

The officers of the Committee shall be Chairperson and Vice-Chairperson. The Chairperson shall be the Chairperson or Vice-Chairperson, as the case may be, of the Board of Directors.

*(History: Am. MCCA Minutes, p. 6, March 21-22, 1997; Am. MCCA Minutes  
March 25, 2022)*

Sec. 3. **Election.**

Officers shall be elected annually by majority vote at the annual meeting of the Board of Directors. Nominations to serve shall be announced at least 30 days prior to the annual meeting.

*(History: Am. MCCA Minutes, p. 6, March 21-22, 1997)*

Sec. 4. **Term of Office.**

The term of office of the Chairperson and Vice-Chairperson shall be for one year or until their successor is elected. No person shall be elected to the office of Chairperson and Vice-Chairperson for more than two consecutive terms.

Sec. 5. **Purpose.**

The purpose of the Committee is to exchange ideas relative to the role of community college governing boards and the responsibilities of individual board members and to discuss matters of mutual interest to the community college governing boards.

Sec. 6. **Quorum.**

A majority of the members of the Committee shall constitute a quorum.

Sec. 7. **Meetings.**

Meetings of the Committee shall be held in conjunction with meeting of the Board of Directors or at the call of the Committee Chairperson.

*(History: Am. MCCA Minutes, p. 5, June 2-3, 1978)*

**ARTICLE IX - PRESIDENTS COMMITTEE**

Sec. 1. **Membership.**

There shall be a Presidents Committee consisting of the chief administrator members of the Board of Directors.

*(History: Am. MCCA Minutes, p. 9, January 23-24, 1976)*

Sec. 2. **Officers.**

The officers of the Committee shall be Chairperson and Vice-Chairperson. The Chairperson shall be the Chairperson or Vice-Chairperson, as the case may be, of the Board of Directors.

*(History: Am. MCCA Minutes, p. 9, January 23-24, 1976;  
Am. MCCA Minutes, p. 6, March 21-22, 1997; Am. MCCA Minutes March 25, 2022)*

Sec. 3. **Election.**

Officers shall be elected annually by majority vote at the annual meeting of the Board of Directors. Nominations to serve shall be announced at least 30 days prior to the annual meeting.

*(History: Am. MCCA Minutes, p. 6, March 21-22, 1997)*

Sec. 4. **Term of Office.**

The term of office of the Chairperson and Vice-Chairperson shall be for one year or until their successor is elected. No person shall be elected to the office of Chairperson and Vice-Chairperson for more than two consecutive terms.

Sec. 5. **Purpose.**

The purpose of the Committee is to exchange ideas relative to the role of community college chief administrators and to discuss matters of mutual interest to the community college chief administrators.

Sec. 6. **Quorum.**

A majority of the members of the committee shall constitute a quorum.

Sec. 7. **Meetings.**

Meetings of the Committee shall be held in conjunction with meetings of the Board of Directors or at the call of the Committee Chairperson. The Committee shall meet at least three times annually.

*(History: Am. MCCA Minutes, p. 4, July 22, 1983;*

**ARTICLE X - AFFILIATE MEMBER COMMITTEES**

**Sec. 1. Membership.**

There may be separate committees representing the affiliated organizations of administrative officers other than the chief executive officers. The committees shall be identified by functional titles.

**Sec. 2. Officers.**

The officers of an Affiliated Member Committee shall be the duly elected officers of the administrator organization represented.

**Sec. 3. Purpose.**

The purpose of an Affiliated Member Committee is to exchange ideas relative to the role of the administrative officer represented, to offer advice and counsel on matters of mutual interest to trustees and chief executive officers, and to serve as a resource to the Board of Directors.

**Sec. 4. Governance.**

The autonomy of an affiliated administrator organization shall not be lost because of such affiliation.

**Sec. 5. Meetings.**

An affiliated Member Committee shall meet with the Board of Directors upon request of either party.

*(History: Add. MCCA Minutes, p. 7, May 20, 1972)*

**ARTICLE XI – COMMITTEES**

**Sec. 1. Committees.**

In the event that additional leadership and targeted participation is necessary to achieve association interests, the Chairperson may establish committees as deemed necessary.

*(History: Am. MCCA Minutes July 23-24<sup>th</sup>, 2009; Am. MCCA Minutes July 27, 2012)*

**Sec. 2. Appointment.**

The Chairperson shall, with the approval of the Executive Committee, appoint the members of committees established under Sec. 1.

*(History: Add. MCCA Minutes, p. 4, July 22, 1983; Am. MCCA Minutes July 27, 2012)*

<Sec. 3.>

*(Del. MCCA Minutes, July 24, 2015)*

**ARTICLE XII – RESOLUTIONS**

**Sec. 1. Initiation.**

Resolutions may be initiated by a member of the Board of Directors, the Executive Committee, Trustees Committee, Presidents Committee, or a special committee designated to prepare resolutions.

**Sec. 2. Adoption.**

Resolutions shall be adopted pursuant to the Michigan Community College Association positioning procedure, provided herein:

In the case where legislation or other proposed policy is clear, on its face, to either pose a detriment, benefit or is neutral to the membership as a whole, discretion to respond will lie with the association president. In the cases where the effects of such legislation or proposed policy is not clear, or may affect the colleges at varying levels, the association will not respond until a majority of the colleges have provided input via electronic survey or phone. Once a majority of “like-mind” colleges (15) is reached, an initial position can be given. In such cases, no official position will be taken by the association until an official vote is taken at the upcoming Board meeting.

*(History: Am. MCCA Minutes, p. 9, January 23-24, 1976)*

*Am. MCCA Minutes, July 23-24, 2009)*

**ARTICLE XIII – AMENDMENTS**

**Sec. 1. Initiation.**

An amendment to, or revision of, these bylaws may be proposed by any member of the Board of Directors, the Executive Committee, the Trustees Committee, the Presidents Committee, or a special committee designated to propose bylaw amendments or revisions.

*(History: Am. MCCA Minutes, p. 9, January 23-24, 1976)*

**Sec. 2. Adoption.**

No amendment or revision shall be considered for action by the general membership unless it shall have first have been sent to the chief administrative officer and members of the governing board of each member college at least thirty days prior to the time action is to be taken. A two-thirds vote of delegates present and voting thereon shall be necessary for adoption of an amendment or revision. Unless otherwise provided, all amendments or revisions shall take effect immediately upon their adoption.

**Sec. 3. Bylaws Review.**

The MCCA bylaws will be subject to review by the Executive Committee every three years.

*(History: Am. Add. MCCA Minutes, October 3, 2009)*

**ARTICLE XIV - PARLIAMENTARY AUTHORITY**

**Sec. 1. Parliamentary Authority.**

The rules contained in Robert's Rules of Order Revised shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws, or Michigan General Corporation Laws.

#### ARTICLE XVI – MISCELLANEOUS

Sec. 1. **Inurement of Income.**

No part of the net earnings of the corporation shall inure to the benefit of any director, employee or person.

*(Am. MCCA Minutes July 27, 2012)*

<Sec. 2>

*(Del. MCCA Minutes, July 23-24, 2009)*

Sec. 3. **Operational Limitations.**

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Sec. 4. **Dissolution Clause.**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court 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.

*(History: Add. MCCA Minutes, p. 14, December 7-8, 1973)*

Sec. 5. **Indemnification.**

To the extent legally permissible, the MCCA shall indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, but not limited to, legal fees, judgments, fines, penalties and settlement payments, excise taxes, incurred reasonable or imposed upon such person in connection with any service in such capacity. Such indemnification shall not be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest

of the MCCA. Any payment under this provision must be approved by a majority of directors who are not at the time parties to the proceeding.

## ARTICLE XVI – CONFLICTS OF INTEREST

### Sec. 1. **Scope**

This Conflict of Interest Policy employed by the Michigan Community College Association (“Association”), as set forth herein, applies to each member of the board, to each officer of the Association, and to all persons employed by the Association.

### Sec. 2. **General Duty to Disclose**

Directors, officers and employees of the Association serve the interest of its member colleges constituting an affirmative duty to this concept. All decisions of the board, officers, and employees of the Association are to be made solely on the basis of a desire to promote the best interests of the Association and its member colleges collectively.

Each director and officer has the continuing responsibility to keep the entire board aware of any situations giving rise to personal, familial, or business relationships that could create a real or perceived conflict of interest. The board requires that each director and officer annually (a) be familiar with the terms of this policy; (b) disclose to the board chair any possible personal, familial, or business relationships that reasonably might give rise to a conflict involving the Association; and (c) acknowledge by his or her own signature that he or she is in accordance with the letter and spirit of this policy.

### Sec. 3. **Disclosure Statement**

Each board member and officer of the Association may be requested to submit a disclosure statement listing all organizations with which he or she is affiliated and describing the nature of the affiliation as defined below. In the event there is a material change in the information contained in any disclosure statement, the person who submitted it shall promptly submit written notification of the change.

### Sec. 4. **Disclosure of Conflicts With Respect to Potential Financial Transactions**

In the event that any financial transaction involving the Association that also involves (a) a director, officer, or employee or a member of their extended family, or (b) an organization with which any director, officer, or employee of the Association has any material financial interest, the director, officer, or employee having the affiliation or interest shall disclose fully and precisely the nature of the interest or involvement. Such disclosure must occur at the first knowledge of the transaction.

A director, officer or employee is deemed to be affiliated with any organization that may be potentially related to the financial operation of the Association (a) of which he or she, or a member of his or her family, is a director, officer, trustee, partner, employee, or agent; or (b) in which he or she or members of his or her family receive direct financial benefit from sales or services; or (c) in which he or she or members of his or her extended family have a 35 percent or greater interest.

This policy does not imply that directors, officers, or employees should reveal any political, religious, ethnic, fraternal or civic affiliations.

**Sec. 5. Disclosure Administration**

Any and all disclosures by directors required under this policy, and any amendment thereto, must be in writing and directed to the chair of the board. Disclosures by employees required under this policy must be in writing and directed to the President of the Association. Issues under this policy concerning directors and officers shall be reported to the chair of the board for appropriate action. Issues concerning staff shall be directed to the President of the Association.

Information disclosed under this policy is held in confidence by authorized persons, unless it is the judgment of such authorized persons that the best interests of the Association would be served by further disclosure.

The review process of this policy must be reported annually to the board by the chair.

**Sec. 6. Restraint on Participation**

A director or officer who has declared or has been found to have a conflict of interest in any proposed transaction or other matter shall refrain from participating in consideration of the proposed transaction or other matter, unless for special reasons the board requests information or interpretation from the person or persons involved.

In the case of a director, he or she shall not vote on the matter in question and shall not be present at the time of the vote. In the case of participation by the president or staff, the chair will take such action as is necessary to assure that the transaction is completed in the best interests of the Association without the substantive involvement of the person who has the possible conflict of interest.

**Sec. 7. Advance Determinations**

Any board member uncertain about a possible conflict of interest may request a determination by the executive committee by majority vote. If necessary, the potential conflict question may be referred to counsel for an opinion prior to an executive committee vote.