



BOARD OF DIRECTORS
ANNUAL DECLARATION CONCERNING CONFLICTS OF INTEREST

In order to avoid conflicts of interest, I hereby represent that I am not employed by, act as an independent contractor for, or serve on any board, commission or committee of any business (for profit or not-for-profit) entity or organization that is served or funded by the North Central Area Agency on Aging. *(Please see definitions and policies below.)*

ARTICLE IX *Directors' Conflicting Interest Transactions*

Section 9.1 Conflicts of Interest; Adoption of Policy. The Corporation shall adopt a conflict of interest policy to assure that any potential "directors' conflicting interest transaction" as that term is defined in Section 33-1127 of the Act, or any potential "excess benefit transaction" involving a "disqualified person," (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by directors as provided in Sections 33-1129 and 33-1130 of the Act and under any relevant regulations of the Internal Revenue Service.

Section 9.2 Disclosure; Annual Review of Policy. The conflict of interest policy shall be reviewed by the board at least annually. At the time of their election or appointment, each director or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office. These statements shall be updated annually and any additions or other changes shall be made by the director or officer in writing as they occur.

DATE: _____ **SIGNATURE:** _____

Annual Committee Election

Pursuant to the NCAAA Board Agreement Commitment to Work (see below) I would like to be a member of the following Committee(s) until the next Annual Meeting and Election time. _____

Commitment to work. I will participate on at least one standing committee of the Board and will discharge the duties of that committee according to the bylaws (*Development**, *Finance/Audit, Human Resource, Governance, Executive***)

Committee Descriptions paraphrased from Bylaws Article V.

Section 5.1 **Executive Committee.** There shall be an Executive Committee consisting of all of the Officers of the Corporation and the immediate past president; provided that the immediate past president shall serve on the Executive Committee for only one year following the election of the new president. The Executive Committee shall have and may exercise all of the powers of the board of directors between meetings of the board of directors; provided, however, that the Executive Committee shall not have power to (a) reconsider or reverse any action or policy of the board of directors, (b) fill vacancies on the board of directors, to amend the Certificate of Incorporation or these Bylaws, or (c) authorize any action inconsistent with the Certificate of Incorporation or these Bylaws.

Section 5.2 **Governance Committee.** The president shall, following each annual meeting, appoint a Governance Committee consisting of no less than three (3) nor more than seven (7) directors and two members of the advisory council, and shall appoint one member of the Governance Committee to be its chair. The primary responsibilities of the Governance Committee shall be to ensure the board is effectively fulfilling its responsibilities. It shall be a standing committee that works all year, and shall have the following duties: Recruiting and vetting board candidates and officers. Including:

- Proposing changes to improve board performance.
- Ensuring appropriate board policies are in place.
- Encouraging board development.
- Preparing Board leadership by maintaining a Governing Board Handbook describing the duties and responsibilities of Board members, and orienting new members to Corporation history and procedures.

Section 5.3 **Finance Committee.** There shall be a Finance Committee consisting of neither less than two (2) nor more than five (5) members of the board of directors, one of whom shall be the Treasurer. The Finance Committee shall develop and recommend to the board of directors financial plans for the corporation and assure that internal controls are established and maintained.

Section 5.4 **Human Resources Committee.** There shall be a Human Resources Committee consisting of neither less than two (2) nor more than five (5) members of the board of directors, one of which shall be the president and one of which shall be a vice president. The Human Resources Committee shall draft personnel policies and procedures related to paid and volunteer staff and recommend these to the board of directors. It shall periodically review policies and procedures to assure their continued relevance, and recommend changes, if needed, to the board of directors. It shall recommend staff salary ranges, benefits and annual salary adjustments to the board of directors, and develop procedures for and present performance evaluations of paid staff. The Human Resources Committee shall meet as necessary.

Section 5.5 **Development Committee.** There shall be a Development Committee consisting of neither less than two (2) nor more than five (5) members of the board of directors. The Development Committee shall oversee the Corporation's fund raising activities and make recommendations to the board regarding fund raising and donor development initiatives.