

**CADENCE CLUB BY-LAWS**  
**(REVISED 2016)**

Article 1

Name

- 1.1 The name of this organization is Cadence Club.

Article 2

Mission and Purpose  
Statement

- 2.1 The purpose of this organization is to encourage, promote and financially support the Delaware City Schools band and guard programs, which includes winter guard and winter percussion line and will be referred to throughout this document as “Band”, and other Instrumental Music Programs as authorized by the Executive Board.
- 2.2 The Cadence Club is organized and operated exclusively for charitable and educational purposes, that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 3

Membership

- 3.1 Eligible Members: The members shall be any parent and/or legal guardian of any student(s) who are in Band. Membership begins May 1 for parent and/or legal guardian who is scheduled for participation in Band in the upcoming school year.
- 3.2 Associate Members: Associate membership shall be open to all interested persons 18 years or older who have graduated from high school and who actively support the Band. Associate members may participate in Cadence Club activities, but are not entitled to vote or hold elective office.
- 3.3 Membership in the Cadence Club does not preclude membership in any other school organization, including but not limited to Music Boosters.

Article 4  
Fiscal and Organization Years

- 4.1 Fiscal and Organizational Year: The fiscal year of the Cadence Club shall be July 1 to June 30, to correspond with the fiscal year of the Delaware City Schools. The organizational year of the Cadence Club shall be May 1 to April 30.

Article 5  
Executive Board of Officers

- 5.1 Officers; Limitations; Ex-Officio Members: The Executive Board shall consist of the President, 1<sup>st</sup> Vice-president, 2<sup>nd</sup> Vice-president, Secretary, Treasurer, 1st Dempsey representative and 2nd Dempsey Representative (the "Executive Board"). No Executive Board members shall be from the same household during any current term of office. Each officer shall have one vote for voting purposes on the Executive Board. In addition, the band director, including any assistants, as hired by the Delaware City Schools, is an ex-officio member of the Executive Board and shall not be a voting member of that board. In the event the director or assistant is also a parent of a student enrolled in the Band, they will be entitled to vote as a member of the Cadence Club at member meetings. No ex-officio member will be entitled to hold an executive board office.
- 5.2 Duties and Functions of the Executive Board: The Executive Board shall exercise the general operation and management of the Cadence Club, including but not limited to the following duties and functions:
- A. Establish board procedures for conducting business
  - B. Establish goals and policies
  - C. Develop and update long range plans of the Cadence Club
  - D. Monitor plans, programs, and committees to implement the goals, policies, and long range planning of the Cadence Club
  - E. Develop and implement programs to ensure the financial stability of the Cadence Club.
- 5.3 Frequency of Meetings; Calendar; Notice: The Executive Board shall meet at least one (1) time per quarter 30 minutes prior to the regular, monthly Cadence Club meeting, or more frequently as determined by the Executive Board or by the President. Notice of any additional Executive Board meetings called by the Executive Board and/or the President shall be given to the Executive Board members by telephone and/or by e-mail

at least 48 hours prior to the meeting.

- 5.4 Voting: All action by the Executive Board shall be by majority vote of the Executive Board members, whether in person, by telephone or by email.
- 5.5 Term of Office; Limitation on Terms: An officer shall serve a one-year term from May 1 to April 30 in order to correlate more closely with the band planning year. The treasurer will be elected at the same time as other officers but the term will be July 1 to June 30 to coincide with the school district fiscal year. No member shall occupy the same office for more than two (2) consecutive terms. A member may hold a different office after serving in another office. A person who has served more than ½ of a term shall be considered as having served a full term.
- 5.6 Eligibility/Automatic Resignation: An officer must have a child enrolled in Band for the entire term of office. In the event that the child of an officer graduates before the scheduled Delaware City Schools graduation date, leaves Band, chooses not to enroll for the upcoming year, or otherwise withdraws from Band for any reason during a term of office, the officer shall be considered as having resigned subject to a vote by the Executive Board.
- 5.7 Voluntary Resignation: An officer may voluntarily resign from office at any time.
- 5.8 Removal of Officers: The Executive Board may determine that removal of an officer is in the best interest of the Cadence Club. Upon recommendation to the general membership and under the provisions of these by-laws an officer may be removed at any time by the affirmative majority vote of voting members present at a regular meeting.
- 5.9 Replacement of Officers: In the event that a vacancy occurs on the Executive Board during a term of office, the Nominating Committee, established under Article 7, shall submit a list of candidates to the Executive Board for the vacancy prior to the next meeting of the Executive Board. The Executive Board shall select an officer from the list by majority vote of the Executive Board.

Article 6  
Meetings of Members

- 6.1 Date, Time, and Location of Meetings: The Cadence Club shall meet once each month. The dates and time of the regular meetings shall be determined by the Executive Board. All meetings will be held in the band room or any other area as determined by availability at Delaware Hayes High School. Meetings may be canceled by majority vote at any regular meeting. The Executive Board or President may call special meetings at any time.
- 6.2 Quorum and Required Officers: A quorum shall consist of the voting members present in person at a meeting, but not less than nine (9) members. Two (2) officers, one of whom must be the President or a Vice-president, must be present at the meeting in order for the Cadence Club to conduct business.
- 6.3 Member Requested Agenda Items: Members must contact the President of the Cadence Club at least two days prior to the meeting to add a matter to the agenda.
- 6.4 Order of Business: The order of business for meetings shall be:
- A. Call to order
  - B. Approval of minutes of the previous meeting
  - C. Approval of Agenda Additions
  - D. Treasurer's Report and Approval
  - E. Reports of committees
  - F. Report of student representative
  - G. Report of Band Directors and Staff
  - H. Old business
  - I. New business
  - J. Adjournment
- 6.5 Voting: Any recommendations and actions taken by the Cadence Club shall be in the form of a motion to the general membership and shall require a second upon introductions at the meeting. All motions must be passed by a majority vote of voting members present in person at the meeting. Each member present is entitled to one vote. Voting by mail, by telephone or similar communication equipment, by electronic mail, or by proxy is not permitted.

- 6.6 Notice of Meetings: Reasonable efforts shall be made to give members notice of meetings, such as
- (1) by electronic mail (email) to the last known email address;
  - (2) by telephone;
  - (3) in person;
  - (4) by ordinary U.S. mail to the last known address, or
  - (5) by announcing future meeting dates at a meeting.

## Article 7

### Election of Officers; Transition by Board

- 7.1 Nominating Committee: Prior to March 1 of each year, the Executive Board shall appoint three (3) members to the Nominating Committee. The Nominating Committee will provide the Executive Board with a proposed slate of officers prior to the regular April meeting. The Executive Board shall give notice of the slate to the members at the regular April meeting. Members may make additional nominations from the floor during the April meeting.
- 7.2 Election of Officers: All Officers shall be elected by majority vote by ballot at the regular April meeting. The elected Officers, President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, 1st Dempsey Representative and 2nd Dempsey Representative shall be installed immediately after the results have been read. The Treasurer will be elected at the same time as other officers but the term will be July 1 to June 30 to coincide with the school district fiscal year. Upon completion of elections, the names, addresses and email addresses of the elected Officers shall be submitted to the Delaware City Schools Superintendent and Treasurer.
- 7.3 Eligibility: All nominees for the Executive Board must have a child enrolled in Band for the following school year at the time of the nomination and election.
- 7.4 Transition Between Boards: Except in the case of resignation under Article 5 or failure to secure a full slate of officers under Article 7, section 7.5, an incumbent officer shall serve until a successor has been installed at the June regular meeting. An Old Board to New Board Executive meeting shall be held after the June regular meeting and prior to the July meeting. The purpose of this meeting will be to orient the new Executive Board and to transfer all business, including all records, accounts, and other documents of the Cadence Club, to the new Executive Board.
- 7.4 Transition Between Boards: Except in the case of resignation under Article 5 or failure to secure a full slate of officers under Article 7, section 7.5, an incumbent officer shall

serve until a successor has been installed at the April regular meeting or July 1 for the Treasurer. An Old Board to New Board Executive meeting shall be held after the April regular meeting and prior to the May meeting. The purpose of this meeting will be to orient the new Executive Board and to transfer all business, including all records, accounts, and other documents of the Cadence Club, to the new Executive Board. The incumbent Treasurer will perform the transfer of all business, including all records, accounts, and other documents of the Cadence Club to the new Treasurer in June.

- 7.5 In the event that the Nominating Committee does not have a full slate of officers to present to the Executive Board, as charged in Article 7, section 7.1, the election of officers may be postponed up to 60 days. The current Executive Board will remain in office during this time. The Nominating Committee is charged with contacting members once again to try and fill Executive Board positions with nominations. A slate of officers will be presented to the Executive Board prior to the 60-day deadline. In the event that the Nominating Committee is still unable to fulfill this requirement, the Executive Board shall select and appoint any officer vacancy.

## Article 8

### Duties of Officers

- 8.1 Duties of Officers: The Officers shall use their best efforts to carry out in good faith the purposes and powers expressed in the Articles of Incorporation and these by-laws. Each Officer shall serve on the Executive Board and shall chair at least one additional committee of the Cadence Club. Other duties may be assigned by the general membership through majority vote of voting members present in person at the meeting. The following general explanation of duties are not meant to be a limitation of the duties of any officer.
- 8.2 President: The President shall conduct all regular, special and Executive Board meetings. The President shall be a liaison to the School Board and District administration, the high school administration, the Band Director, and the parents. The President will oversee the Food, Uniform and Spirit Committees, chair the Awards Committee and perform other duties as assigned by majority vote of voting members present in person at the meeting.
- 8.3 1<sup>st</sup> Vice-President: The 1<sup>st</sup> Vice-president, in the absence of the President, shall perform the duties of the President. The 1<sup>st</sup> Vice-president will chair the Transportation and Field Crew Committee, oversee the Chaperone Committee, and perform other duties as

assigned by majority vote of voting members present in person at the meeting.

- 8.4 2<sup>nd</sup> Vice-President: The 2<sup>nd</sup> Vice-president, in the absence of the President and 1<sup>st</sup> Vice-president, shall perform the duties of the President and/or 1<sup>st</sup> Vice-president. The 2<sup>nd</sup> Vice-president will chair the Fundraising Committee and perform other duties as assigned by majority vote of voting members present in person at the meeting.
- 8.5 Secretary: The Secretary shall keep and preserve accurate records of all regular, special and Executive Board meetings, maintain the Cadence Club Process Library, and handle the correspondence of the Cadence Club. The Secretary will chair the Publicity/Communications Committee, maintain the member roster, and perform other duties as assigned by majority vote of voting members present in person at the meeting. The Secretary will also facilitate an annual review of the documentation in the Cadence Club Process Library.
- 8.6 Treasurer: The Treasurer shall keep an accurate and detailed account of the financial dealings of the Cadence Club. The Treasurer will chair the Finance Committee and perform other duties as assigned by majority vote of voting members present in person at the meeting. The financial responsibilities of the Treasurer are further set forth in Article 11.

## Article 9

### Standing Committees

- 9.1 General: The Cadence Club shall have such Standing Committees as are set forth in this section. Additional committees, as deemed necessary by Executive Board and/or the President, may be established from time to time.
- 9.2 Standing Committees: The Cadence Club shall have the following standing committees:
- A. Food/Banquet Committee: Plans, coordinates donations or purchases, and serves all food and beverages needed by the Band as determined by a majority vote of voting members present at a regular meeting in person at the meeting. The committee chair will provide either a written or oral activity report to the President prior to each regular member meeting.
  - B. Uniform Committee: Responsible for the maintenance, distribution, and storage of uniforms. This Committee will make replacement recommendations to the Executive

Board and Band Director/s on an annual basis. The committee chair will provide either a written or oral report to the President prior to each regular member meeting.

- C. Spirit Committee: Coordinates all activities intended to boost Band morale. The committee chair will provide either a written or oral activity report to the President prior to each regular member meeting.
- D. Awards Committee: Coordinates all prizes and awards given by the Band Director or as directed by a majority vote of voting members present at a regular meeting in person at the meeting.
- E. Transportation and Field Crew Committee: Assists the Band Director in coordinating and overseeing the transportation of all Band members and equipment in accordance with school policy and as directed by the Band Director. Further, this committee is responsible for organizing the Field Crew, and for constructing, storing, assembling, disassembling, loading, and unloading of all equipment as directed by the Band Director.
- F. Chaperone Committee: Coordinates chaperones as directed by the Band Director for any Band event. The committee chair will provide either a written or oral activity report to the 1<sup>st</sup> Vice President prior to each regular member meeting.
- G. Fundraising: Coordinates all fundraising activities of the Cadence Club. There shall be two sub- committees: Student-Involved Fundraising & Parent-Only Fundraising. Each sub- committee chair will be appointed by the 2<sup>nd</sup> Vice President. Each sub-committee chair will provide either a written or oral activity report to the 2<sup>nd</sup> Vice President prior to each regular member meeting.
- H. Publicity/Communications: Coordinates all member communications, and correspondence of the Cadence Club; shall assist Officers, Committee Chairs and Band Director(s) as needed in communications.
- I. Finance: Oversees the budget and purchasing process for Cadence Club, in accordance with Article 11 of these by-laws.

9.3 Committee Members: A committee shall consist of those members willing to serve on that committee. An associate member is eligible for committee membership, but shall not have a vote in any committee activities.



Meetings: Committees shall meet as frequently as the Committee Chair determines is necessary to fulfill the duties of the committee.

- 9.4 Term of Office: Membership on a committee will run from May 1 to April 30 each year. Committee members may serve unlimited terms on a committee, according to the individual's interest. Each committee will hold a mandatory meeting in May of each year to ensure an orderly transition between incoming and outgoing committee members. Except as otherwise set forth herein, committee chairs will be appointed by the overseeing Executive Board Officer.

## Article 10

### The Band Director

- 10.1 General Statement: It is understood by the members of the Cadence Club that the Band Director is an employee of the Delaware City Schools and as such is responsible for the fulfillment of his or her obligations and duties pursuant to that employment.
- 10.2 Band Director's Independence: The Band Director and staff, at his or her direction, are solely responsible for determining the policies and for directing the performances, including but not limited to choice of music, choice of soloists, choice of routines, and choice of competitions, of the Band. Nothing contained in these by-laws is intended to or shall be construed as a grant to the members and/or the Executive Board to direct or attempt to direct the actions of the Band Director in the fulfillment of his responsibilities to the Band and to the Delaware City Schools.
- 10.3 Band Director's Relationship to Cadence Club: The Band Director, or an assistant Band Director at the Director's direction, shall serve in an advisory capacity to the Executive Board. As such, the Band Director may make recommendations or requests to the Cadence Club for assistance and purchases as the Band Director sees necessary. The Band Director shall provide the Executive Board with the names and addresses of the prospective students in Band prior to the regular April meeting.

## Article 11

### Fiscal Obligations of the Organization

- 11.1 General Overview: Because of the relationship between the Cadence Club and the Delaware City Schools, it is important for the members of the Cadence Club to understand the fiscal and fiduciary obligations they owe the Delaware City Schools. The

terms of this Article are binding upon all members of the Cadence Club, regardless of whether the member is an officer, and must be adhered to by the members.

- 11.2 Not-For-Profit Corporation: The Cadence Club is organized as a not-for-profit corporation under the laws of Ohio and shall be operated as such. No part of any profits, or remainders, or residue from dues or donations to the Cadence Club shall inure to the benefit of any member or individual.
- 11.3 Tax Returns and Other Reporting Obligations of the Not-for Profit Corporation: The President and the Treasurer shall be responsible for the timely preparation and filing of all tax returns, tax reports, corporate reports, or other documents as required and/or requested by any federal, state, or local entity with regard to the not-for-profit corporation.
- 11.4 Student Fund Raising Activities: All receipts, proceeds, and money of any kind and from any source raised by any student enrolled in Delaware City Schools through any Cadence Club sponsored or directed fundraising activities, regardless of whether that student is enrolled in Band, must be deposited with the Treasurer of the Delaware City Schools in the appropriate school account. No portion of any such receipts, proceeds, and money may be placed in a non-school Cadence Club account of any kind, even on a temporary basis. The Cadence Club Treasurer shall be responsible for reporting the activity of such funds to the members at the regular monthly meetings. Once deposited, such funds can only be spent and/or withdrawn by the Band Director as designated Delaware City Schools staff member. However, the use of such funds must first be approved by the Cadence Club as provided for in Section 11.9 prior to withdrawal.
- 11.5 Reporting and Accounting Obligations of the Treasurer: The Treasurer shall submit a financial report of the Cadence Club's activities at all regular meetings. This report shall include a starting and ending balance from the previous months, and shall specify all deposits, noting what amounts have been deposited in a school account with the Delaware City Schools pursuant to Section 11.4 and any Cadence Club accounts, and all disbursements, specifying the recipient of the money and the source account of the funds.
- 11.6 Preparation of Budget: The Finance Committee shall annually prepare a budget for the review and approval of the members. The budget will be prepared in accordance with the fiscal year, July 1 to June 30. The budget will be submitted to the members no later than the March regular meeting, for review and approval at the April regular meeting.

- 11.7 Cadence Club Account; Further Obligations of the Treasurer: In addition to the school account set out in Section 11.4, the Cadence Club may establish checking or other bank accounts of its own as necessary for the operation of the non-profit corporation. No part of any funds raised by students as described in Section 11.4 shall be deposited in any Cadence Club account described in this paragraph. The President, 2<sup>nd</sup> Vice-president and Treasurer will be registered with the bank as valid signers for all checks and/or withdrawal slips or other transfers made on any such accounts with two of the three officers' signatures required for such transactions.
- 11.8 Open Records: The Treasurer shall pay by check all bills incurred by the Cadence Club, and shall preserve all vouchers, receipts, bank statements, canceled checks, and other financial documentation. All financial records of the Cadence Club shall be open for inspection by the members, the Board of Education, and the Superintendent and Treasurer of the Delaware City Schools at all times.
- 11.9 Expenditure of Funds: All expenditures of funds from the Cadence Club accounts and the Cadence Club account with Delaware City Schools must be presented in the form of a motion and approved at a regular, special or Executive Board meeting. Notwithstanding the forgoing, the expenditure is authorized and the expense can be paid if (1) the expenditure is included in the previously approved current annual budget, (2) the Treasurer has classified the expenditure as a miscellaneous expense, provided it does not exceed the budgeted line item amount for Miscellaneous Expenses in the current annual budget, or (3) the expenditure has been authorized without a meeting by being approved by a minimum of three (3) Executive Officers.

## Article 12

### Policies of the Delaware City Schools Board of Education

- 12.1 The Cadence Club adopts in their entirety the policies of the Delaware City Schools Board of Education with regard to District-Support Organizations, Parent Organizations, Relations with Special Interest Groups, and the Delaware City Schools Fundraising and Activity Handbook which are attached as Exhibits A, B, C, and D respectively to these by-laws and which are hereby incorporated by reference. The members shall adopt such other policies of the Board of Education that may from time to time be required of all parent organizations.

Article 13  
Amendments

13.1 These by-laws may be amended by majority vote of voting members present in person at any regular meeting of the Cadence Club. Any proposed amendment must be made available, in writing, at the previous monthly meeting, to be voted on at the next scheduled meeting.

Article 14  
Effect and Adoption

14.1 These by-laws shall take effect immediately upon adoption. Robert's Rules of Order (modern edition) shall govern the organization in all cases in which they are applicable.

14.2 The Cadence Club hereby adopts the Volunteer Code of Conduct attached as Exhibit E to these by- laws.

14.3 The Cadence Club hereby adopts the Conflict of Interest Policy attached as Exhibit F to these by- laws.

Revision of By-Laws 12/5/06  
Revision of By-Laws 3/6/07  
Revision of By-Laws 12/7/10  
Revision of By-Laws 4/2014  
Revision of By-Laws 6/2016

## EXHIBIT E

### **VOLUNTEER CODE OF CONDUCT**

The Cadence Club offers moral as well as financial support to the Band. A standard of conduct for member volunteer's consistent with that required of the students and administration will help encourage support.

Behavior and conduct that the Cadence Club considers inappropriate includes, but is not limited to, the following:

1. Falsifying records.
2. Misuse of fiscal responsibility or funds.
3. Reporting to volunteer intoxicated or under the influence of non-prescribed drugs, and illegal manufacture, possession, use, sale, distribution, or transportation of drugs.
4. Bringing or using alcoholic beverages and/or tobacco products onto Delaware City Schools property or other public school properties and public or private properties at which Band events are held.
5. Fighting and inappropriate physical contact, or using obscene, abusive, inappropriate or threatening language or gestures.
6. Theft of property.
7. Unauthorized possession of firearms on Delaware City Schools property or while on Cadence Club business.
8. Creating an unsafe or insecure situation for members or students.

Misuse or abuse of school or Cadence Club property.

Inappropriate harassment of any kind directed at students, staff, other volunteers, and the public. All such other activities as the Cadence Club, the Band Director, and/or the Delaware City Board

of Education may designate as inappropriate.

The Cadence Club hopes that volunteers will "self-discipline" themselves so that it will be

unnecessary for the Executive Board to do so. However, objectionable or unsatisfactory conduct will not be tolerated and will result in disciplinary action, up to and including removal from the Cadence Club.

## EXHIBIT F

### **CONFLICT OF INTEREST POLICY**

#### **Article I**

##### Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Cadence Club) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Cadence Club 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

##### **Interested Person**

Any Executive Officer or member who has a direct or indirect financial interest, as defined below, is an interested person.

##### **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 Cadence Club has a transaction or arrangement ; or
- b. A compensation arrangement with the Cadence Club or with any entity or individual with which the Cadence Club 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 Cadence Club 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, a person who has a financial interest may have a conflict of interest only if the Executive Board decides that a conflict of interest exists.

## **Article III**

### **Procedures**

#### **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 Executive Board or Committee Chair, considering the proposed transaction or arrangement.

#### **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 Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide if a conflict of interest exists.

#### **Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the Executive Board 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 Cadence Club President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Board shall determine whether the Cadence Club 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 Executive Board shall determine by a majority vote of the disinterested Officers, whether the transaction or arrangement is in the Cadence Club'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.

#### **Violations of the Conflict of Interest Policy**

- a. If the Executive Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, they 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 Executive Board determines the member has



failed to disclose an actual or possible conflict of interest, they shall take appropriate disciplinary and corrective action.

**Article IV**  
Records of  
Proceedings

The minutes of the Executive Board meeting will 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 Executive Board'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 Executive Board who receives compensation directly or indirectly from the Cadence Club for services, is precluded from voting on matters pertaining to their own compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Cadence Club for services is precluded from voting on matters pertaining to their own compensation.

**Article VI**  
Annual  
Statements

Each Executive Board member and Committee Chair will annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy; and
- b. Has read and understands the policy; and
- c. Has agreed to comply with the policy; and

- d. Understands that the Cadence Club 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 Cadence Club 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.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Cadence Club'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 Cadence Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of their responsibility for ensuring periodic previews are conducted.