

Article XII.

GENERAL PROVISIONS

Section 1. Conflict of interest.

A. Any duality of interest or possible conflict of interest on the part of any member of the Board of Trustees should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

B. Any member of the Board of Trustees having a duality of interest or possible conflict of interest on any matter should not vote or use his personal influence on the matter, and he should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.

C. The foregoing requirements should not be construed as preventing the interested member of the Board of Trustees from briefly stating his position in the matter, nor from answering pertinent questions of other Board members, since the interested Board member's knowledge may be of great assistance to other members.

D. This policy should be reviewed annually for the information and guidance of members of the Board of Trustees, and any new member to the Board should be advised of this policy upon carrying out the duties of his office.

Section 2. Compensation. All Trustees and Officers shall serve without compensation for their services as Trustees and Officers. Trustees and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

Section 3. Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year.