



**BYLAWS
OF
CHAIN EXPLORATION CENTER INC.**

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TABLE OF CONTENTS

ARTICLE 1 - IDENTIFICATION.....	1
Section 1.01. Name.....	1
Section 1.02. Governance Council.....	1
Section 1.03. Principal and Business Offices.....	1
Section 1.04. Registered Agent and Office.....	1
ARTICLE 2 - PURPOSE.....	1
Section 2.01. Purpose.....	1
ARTICLE 3 - MEMBERSHIP.....	2
Section 3.01. Membership.....	2
ARTICLE 4 – CEC GOVERNANCE COUNCIL.....	2
Section 4.01. General Powers.....	2
Section 4.02. Number, Tenure, Responsibilities, and Qualifications.....	2
Section 4.03. Annual, Regular, and Special Meetings.....	3
Section 4.04. Meetings by Electronic Means of Communication.....	3
Section 4.05. Notice of Meeting.....	3
Section 4.06. Quorum Requirement.....	4
Section 4.07. Voting Requirement.....	4
Section 4.08. Election and Vacancies.....	4
Section 4.09. Resignation and Removal.....	4
Section 4.10. Additional Task Groups.....	4
Section 4.11. Compensation.....	5
Section 4.12. Conflict of Interest.....	5
ARTICLE 5 - OFFICERS.....	5
Section 5.01. Number and Titles.....	5
Section 5.02. Election and Term of Office.....	5
Section 5.03. Removal.....	5
Section 5.04. Resignations.....	5
Section 5.05. Vacancies.....	5
Section 5.06. The President.....	5
Section 5.07. The Vice-President.....	6
Section 5.08. The Secretary.....	6
Section 5.12. The Treasurer.....	6
ARTICLE 6 - COMMITTEES.....	7
Section 6.01. Committee Formation.....	7
Section 6.02. Standing Committees.....	7
A. Fundraising and Finance Committee.....	7
B. Evolving Excellence Committee.....	7
C. Academic Excellence Committee.....	8
D. Chain Community Garden Committee.....	8
E. Cultivating Connections Committee.....	8
ARTICLE 7 - EXPENDITURES, LOANS, CHECKS, DEPOSITS, AND AUDITS.....	9
Section 7.01. Expenditures.....	9
Section 7.02. Checks, Drafts, Credit Cards, Notes, etc.....	9
Section 7.03. Deposits.....	9
Section 7.04. Corporate Audit.....	9
ARTICLE 8 - INDEMNIFICATION.....	9
Section 8.01. General.....	9
ARTICLE 9 – BOOKS AND RECORDS.....	10
Section 9.01. Place of Keeping Corporate Records.....	10
Section 9.02. Fiscal Year.....	10
ARTICLE 10 - AMENDMENTS.....	10
Section 10.01. Bylaws.....	10
Section 10.02. Articles of Incorporation.....	10
EXHIBIT A – CONFLICT OF INTEREST POLICY.....	11

**BYLAWS
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**ARTICLE 1
IDENTIFICATION**

Section 1.01. Name.

The name of the school is Chain Exploration Center Inc. (CEC)

Section 1.02. Governance Council.

The “Governance Council” (GC) shall mean the Board of Directors of the Corporation.

Section 1.03. Principal and Business Offices.

The CEC may have such principal and other business offices in the state of Wisconsin, as the GC may designate or as the CEC's business may require from time to time.

Section 1.04. Registered Agent and Office.

The address of the CEC's registered office may be changed from time to time by or under the authority of the GC, or by the Registered Agent. The business office of the CEC's Registered Agent shall be identical to the registered office. The CEC's registered office may be, but not need to be, identical with the CEC principal office in the state of Wisconsin.

**ARTICLE 2
PURPOSE**

Section 2.01. Purpose.

Our mission is to provide a place where children explore their passions and gain a strong educational foundation through project-based learning in a collaborative environment.

1. To manage, operate, guide, direct, and promote the Chain Exploration Center (CEC Inc.), a Wisconsin Charter School, located within the School District of Waupaca (SDW), adhering to all charter agreements with the SDW.
2. To provide for the delivery and holding of exhibits, lectures, public meetings, classes, and conferences calculated directly or indirectly to advance the course of education.
3. To solicit and receive contributions from any sources, whether unrestricted or for designated purposes, and to hold the same for such designated purposes or subject to such contributions as may be specified in the terms of the gift or grant.
4. To engage in any and all charitable and educational activities for purposes consistent with these Bylaws as may be determined by the Governance Council (GC) members from time to time.

ARTICLE 3

MEMBERSHIP

Section 3.01. Membership.

The CEC's membership shall be comprised of families of currently enrolled students. Each family is allowed two votes (regardless of number of parents/guardians) in the annual GC member election held at the Annual Meeting, as defined in the section 4.03. Membership must be present at the Annual Meeting to cast their votes.

ARTICLE 4

CEC GOVERNANCE COUNCIL

Section 4.01. General Powers.

Subject to any limitation set forth in the Articles of Incorporation or the charter, the CEC's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of its GC including, but not limited to, the following:

1. Providing direction for the school by upholding the CEC's mission and vision.
2. Leading the CEC's short-term, long-term, and strategic planning.
3. Working collaboratively with the community, consultants/contractors, and the SDW Administrator. Monitoring, writing, approving, and implementing and revising as needed, the Charter School Contract, Articles of Incorporation, and 501(c)3 status.
4. Supporting the GC and advisors' professional development that enhance curriculum and child development.
5. Establishing and supporting policies relating to the operation of the CEC.
6. Ensuring sound fiscal decisions and management of all monies entrusted to the CEC.
7. Working in collaboration with the SDW, families, and community members to garner public funds.
8. Approving fundraising activities.
9. Establishing grant options, application, implementation, and distribution of funds processes to provide nonpublic resources to sustain and meet the goals of the CEC.
10. Maintaining open channels of communication with the SDW and the community.

Section 4.02. Number, Tenure, Responsibilities, and Qualifications.

The number of GC members shall consist of between five and nine diverse members.

GC Members are up for renewal annually, following the initial two-year term. Open seats are open to anyone to apply and approved by the existing GC members.

All members of the GC should be responsible for the following.

1. Building partnerships and alliances that further the work and sustainability of the CEC by developing a promotional and marketing strategic plan that supports the communication goals of the GC.
2. Creating and maintaining a positive public image in alignment with the CEC's mission and vision through public relations.
3. Fostering relationships with local businesses and community organizations.
4. Investigating new resource development projects, activities, and ideas for possible use in the future.
5. Recruiting foundation partners that are in alignment with the CEC vision and mission.

Section 4.03. Annual, Regular, and Special Meetings.

An annual meeting of the GC for the election of Council Members and Officers and such other business as may come before the meeting shall be held no later than June 30 of each year. In addition to the Annual Meeting, regular meetings of the GC shall be held once a month from at least ten months per year, excepting in the month of the Annual Meeting, and at such other times as the GC may, from time to time, determine.

Special meetings may be called by the GC President, CEC Administrator, or by a simple majority of GC members. Notice of any special meeting shall be posted at least twenty-four (24) hours before said special meeting at the CEC office and such other places as the GC may determine. A copy of said notice shall be served upon each member of the GC by personal delivery to the member or his/her residence, by first-class mail, or by electronic mail at least twenty-four (24) hours prior to the meeting.

Section 4.04. Meetings by Electronic Means of Communication.

To the extent provided in these Bylaws, the GC, or any committee of the GC, may, in addition to conducting meetings in which each council member participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of electronic means of communication, provided (1) all participating GC Members may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating GC Member, and each is able to immediately send messages to all other participating GC Members. Before the commencement of any business at a meeting at which any GC Members do not participate in person, all participating GC Members shall be informed that a meeting is taking place at which official business may be transacted. Notwithstanding the foregoing, the GC shall not conduct any meeting in a manner that would violate Wisconsin's Open Meetings Law, set forth in Wis. Stats. 19.81, et al ("Wisconsin's Open Meetings Law"). Any GC meeting conducted by the use of any electronic means of communication shall comply with Wisconsin's Open Meetings Law as applicable, including, but not limited to, providing the public with the required notice, if any, and allowing members of the public a means of monitoring the meeting in real time.

Section 4.05. Notice of Meeting.

Notice of each GC meeting, except meetings pursuant to Section 4.03 of these Bylaws, shall be delivered to each GC Member at an address the Member shall have designated in writing and filed with the secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, email or other form of wire or wireless communication, private carrier, or in any other manner provided by Ch. 181. Notice shall be given not less than 72 hours before the meeting being noticed. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. The President shall deliver a written agenda to all GC Members at least 72 hours prior to the meeting.

All GC meetings shall be governed by Consensus and shall comply with Wisconsin's Open Meeting Law, Set forth in Wis. Stat., 19.81, et al. The GC shall provide at least 72 hours advance notice of meetings to the public and the office of the SDW Administrator, except in the case of an emergency meeting, where 24 hours' notice will be given. Such notices shall state the time, date, location, purpose, and agenda of the meetings.

Section 4.06. Quorum Requirement.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the number of GC Members as required in Section 4.02 of these Bylaws shall constitute a quorum for the transaction of business at any GC meeting, but a majority (51%) of the GC Members present, though less than such quorum, may adjourn the meeting to another time without further notice. A majority of the number of GC Members appointed to serve on a committee shall constitute a quorum for the transaction of business as any committee meeting.

Section 4.07. Voting Requirement.

The Consensus vote of the GC Members present at a meeting at which a quorum is present shall be the act of the GC or a committee of the GC. This provision shall not, however, apply to any action taken by the GC in the event the affirmative vote of a greater number of GC Members is required by law, the Articles of Incorporation, or any other provision of these Bylaws. A GC Member must be present at the meeting at the time a Consensus is called. No GC Member may vote by proxy or absentee ballots.

Section 4.08. Election and Vacancies.

The GC may accept nomination for vacancies. A prospective GC Member shall submit an application and may be reviewed by all GC members. Prior to becoming a GC Member, a prospective GC Member shall be subject to a background check.

GC Members of the CEC shall be elected by an affirmative vote of the majority of the Membership at the GC Annual Meeting. Any vacancy occurring on the GC may be filled until the next succeeding Annual Meeting by an affirmative vote of a majority of the members in attendance. Officers are appointed from within the GC body after all vacancies have been filled.

Section 4.09. Resignation and Removal.

A GC Member may resign by submitting his or her resignation in writing to the President of the GC. A member may be removed for cause at a meeting of members by an affirmative vote of two-thirds of the remaining GC Members. Members being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the GC regarding such action prior to any vote on such removal.

A member may be removed for cause by a majority vote of the entire Governance Board. Cause could be for failing to adhere to the list of expectations and commitments expected from council members, as well as unprofessional/disrespectful conduct.

Members are expected to attend all Governance Council meetings. If a member cannot attend a meeting, they are asked to inform the Secretary of the Board before the meeting. If a member's attendance drops below 80%. It shall be the duty of the Secretary of the Board to inform the President of the Board. It shall then be the President's job to communicate with the member to ascertain the member's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Governance Council.

Section 4.10. Additional Task Groups.

In addition to the Officers referred to in Section 5.01 in these Bylaws, the GC may create ad-hoc or temporary task groups. These task groups will be assigned by the GC to work under specific standing committees and report to the GC as assigned. Upon completion of said task and report to the standing committee or the GC, the task group will be terminated.

Section 4.11. Compensation.

GC Members are volunteers and shall not be compensated for their time and effort. The GC may authorize officers, GC Members, and committee members to be reimbursed for necessary expenses incurred while on CEC business in accordance with the School District of Waupaca Policy 671.2R1.

Section 4.12. Conflict of Interest.

The Board shall comply with the CEC's Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

To avoid conflict of interest or the appearance of such conflict, each CEC Governance Council member shall disclose in writing to the GC any existing or potential conflict of interest that might harm the GC or the CEC. This disclosure shall occur prior to a member's initial election onto the GC, and each year thereafter immediately following the CEC Annual Meeting. Signed disclosure statements shall be maintained on file in the CEC office.

ARTICLE 5 OFFICERS

Section 5.01. Number and Titles.

The CEC's Principal Officers shall be President, Vice-President, Secretary, and Treasurer, each of whom shall be elected by the GC. The GC may designate other officer positions from time to time.

Section 5.02. Election and Term of Office.

The Officers of the CEC shall be elected annually by the GC or to the extent authorized in these Bylaws, by another duly appointed Officer. Each Officer shall hold office until his or her successor shall have been duly elected or until the Officer's inability to serve, resignation, or removal as provided in these Bylaws. Officers are up for renewal annually. Open seats are available to any GC Member to apply and approved by the existing GC Members

Section 5.03. Removal.

The GC may remove any Officer or committee member whenever it is in the best interest of the CEC by a two-thirds vote.

Section 5.04. Resignations.

Any Officer may resign at any time by giving written notice to the CEC, the GC, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the CEC accepts the later effective date.

Section 5.05. Vacancies.

A vacancy in any office shall be filled in the manner prescribed for regular elections or appointments to the office for the unexpired portion of the term.

Section 5.06. The President.

The President shall, subject to the GC's control:

1. Shall preside at all GC meetings at which he or she is present and able.
2. Prepare and distribute an agenda 72 hours prior to all GC meetings (with the exception of special meetings).
3. Shall oversee formation and execution of committees.

4. Have authority to sign, execute, and deliver in the CEC's name all instruments either when specifically authorized by the GC or when required or deemed necessary or advisable by the GC in the ordinary conduct of the CEC's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the GC to some other Officer(s) or Agent(s) of the CEC or shall be required by law or otherwise to be signed or executed by some other Officer or Agent.
5. Shall serve as Past President for one year after term to facilitate the transition of the incoming chair.

Section 5.07. The Vice-President.

In the President's absence, or inability to act, or if for any reason it shall be impractical for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him/her by the President of the GC. The VP shall serve as the EEC chair.

Section 5.08. The Secretary.

The Secretary shall:

1. Keep minutes of Regular, Special and Annual GC meetings and submit them to all GC Members within one week of the previous meeting.
2. Post and actively maintain meeting minutes to the public Google share drive for notice on the CEC website.
3. Maintain records of attendance and notify the president if attendance by any member of the GC drops below the expected amount.
4. See that all notices are duly given in accordance with these Bylaws or as required by law.
5. Other duties as assigned by GC President.

Section 5.12. The Treasurer.

The Treasurer shall:

1. Have charge and responsibility for all of the CEC's designated funds or private donations. Receive receipts and make payments in the CEC's name in such banks or financial institutions as decided upon by the GC and these bylaws. Such receipts and payments must be in alignment with the CEC's stated purpose and mission.
2. Maintain proper books and records, with appropriate supporting documentation, for both incoming and outgoing funds.
3. Have the right to require, upon request, reports or statements that provide information related to the financial transactions of the CEC.
4. Work with the GC to develop, monitor, and review budget allocations as well as reconcile such records on a regular basis to ensure appropriate use of funds in accordance with the CEC's stated purpose and mission.
5. Provide financial condition reports on a regular, or ad hoc basis, at the request of the GC.
6. Perform all necessary duties as described in Article 7.

ARTICLE 6

COMMITTEES

Section 6.01. Committee Formation.

The GC may create committees; consisting of one or more GC Members. Each committee shall conduct its activities and make reports to the GC as the council may request and in consistency with Consensus.

Section 6.02. Standing Committees.

The following shall be standing committees of the GC: Fundraising and Finance, Academic Excellence, Evolving Excellence, Chain Community Garden Committee, Cultivating Connections Committee. Each committee shall make a report to the GC at the council meetings, annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the GC. Committee appointments of the President and members shall be made annually by the President of the GC with the advice and consent of the council in accordance with the Bylaws. The chair of each committee shall be a member of the GC. Additional committee members may be appointed and need not be members of the GC.

A. Fundraising and Finance Committee.

The Fundraising and Finance Committee's responsibilities shall include:

- a. Build partnerships and alliances that further the work and sustainability of the CEC to raise funds for the school through the research and management of opportunities for fundraising and other development activities and events.
- b. Foster relationships with local businesses and community organizations.
- c. Develop an annual fundraising plan that will generate the funds needed to meet the non-public and non-grant fundraising goal.
- d. Develop the necessary subcommittee systems to successfully carry out the fundraising events and activities that are part of the annual fundraising plan; supervise the functions of the subcommittees; develop a plan for involving GC members in the non-grant resource development activities of the CEC.
- e. Works with the GC Treasurer to manage fiscal accountability and compliance.
- f. Research and identify relevant grant opportunities
- g. Gather input from CEC Advisors and the Administrator to identify upcoming needs.
- h. Coordinate, recruit grant writers and assist (as time allows) with the actual grant writing.
- i. Maintain a file of information typically needed to write a grant and copies of previously written grants.
- j. Administrator shall approve grant applications if the deadline is within four weeks and/or the amount of the grant is less than \$1500.
- k. Any grants applied for or received come before the GC for approval at monthly GC Regular Meetings or during a special meeting.

B. Evolving Excellence Committee

The mission of the Evolving Excellence Committee is to uphold the mission of the Chain Exploration Center and the Governance Council through continuous exploration, recommendation, and implementation of governance best practices, policy-making, and cultivating positive relationships with our authorizer, our district, and the community at large. The responsibilities shall include:

- a. Monitor board compliance with the bylaws and charter contract while maintaining updates to documents as may be necessary.

- b. Monitor board structure and processes that align with best practices for a charter school board.
- c. Recruit foundation partners that are in alignment with the CEC vision and mission while identifying possible future GC candidates.
- d. Identify and implement best practices to retain governance members through items such as job descriptions, handbooks, ongoing training and professional development, recruitment tools and practices, etc.
- e. Makes recommendations on re-election, removal, or resignation of board members including board composition.
- f. Advises protocol for potential conflicts of interest of directors, officers, or GC members.

C. Academic Excellence Committee

The mission of the Academic Excellence Committee is to monitor and evaluate student achievement and growth, curricular alignment, and charter benchmarks while staying true to the original mission, vision, and intention with which the charter was established. The Academic Excellence Committee's responsibilities shall include:

- a. Define academic excellence for our school and annually review definitions.
- b. Ensure goals are measurable, regularly monitor progress and evaluate the effectiveness including those, but not limited to outlined in the charter contract.
- c. Review and advise course alignment with the CEC mission statement.
- d. Set annual achievement goals to be presented to the GC.
- e. Review CEO's proposed goals/reporting timeline and recommend finalized goals/reporting timeline to the full board for approval; ensure that all trustees understand the goals.
- f. Ensure that all GC members understand what standardized assessments the CEC administers, when each one is administered, what each one assesses, and how the data from each is used to guide instruction.

D. Chain Community Garden Committee

The mission of the Chain Community Garden is to create and manage a place and space to provide fresh produce and agricultural opportunities to students and the community of Waupaca. The responsibilities shall include:

- a. Coordinate and align the annual growing season with all area community gardens while utilizing vital feedback from donation sites to drive planting and production.
- b. Advocate, educate, and seek out community members and potential partnerships.
- c. Maintain a sustainable fund balance and coordinate with the Fundraising Committee.
- d. Coordinate all garden efforts: seed order, plant order, seedlings, planting schedule, harvest schedule, volunteer and school coordination, harvest and delivery, and annual clean up.
- e. Report summary of accomplishments and goals annually to the full board.

E. Cultivating Connections Committee

Cultivating Connections Committee is dedicated to establishing and maintaining an environment that promotes cultural, mental, and social health by supporting the

adoption of attitudes that contribute to positive well-being and providing information, activities and services designed to support the initiative.

- a. Monitor and evaluate the mental health, wellbeing, and social climate of students, staff, and families through a variety of measures with the intention of improving and growing the culture of CEC.
- b. Analyze ways to improve communication and connect with families, staff, and students with the intention of creating an environment of wellness and belonging.
- c. Organize health and wellness promoting programs for the CEC staff and membership.

ARTICLE 7

EXPENDITURES, LOANS, CHECKS, DEPOSITS, AND AUDITS

Section 7.01. Expenditures.

The CEC expenditures related to state and federal grants and per pupil enrollment distribution will be handled by the SDW.

Non-per-pupil funds, foundation grants and private donations are the responsibility of the Fundraising Committee and the Treasurer and will be deposited by the CEC at a designated local bank.

Section 7.02. Checks, Drafts, Credit Cards, Notes, etc.

The treasurer has the authority to sign for expenditures that fall within the CEC's budget. Any expenditure will require GC approval. Authorized signatories will be those on file at the chosen local bank.

Section 7.03. Deposits.

All funds of the CEC shall be deposited from time to time to the CEC's credit at the chosen local bank.

Section 7.04. Corporate Audit.

As an instrumentality of the SDW, the corporate financial records and book of account shall be audited by the SDW auditor annually or as otherwise requested by the GC.

ARTICLE 8

INDEMNIFICATION

Section 8.01. General.

The CEC shall, to the fullest extent authorized by section 181.0872 of the Wisconsin States or the corresponding provision of any future Wisconsin non-stock corporation law, indemnify any GC Member or Officer in a proceeding in which he or she was a party because he or she was a GC Member or Officer of the CEC. These indemnification rights shall not be deemed to exclude any other rights which the GC Member or Officer may otherwise be entitled. The CEC may, to the fullest extent authorized by Ch. 181, indemnify, reimburse, or advance expenses of GC Members or Officers. Further, indemnification or reimbursement shall not be granted to a GC Member, Officer, or another who has been found liable for willful misconduct in the

performance of corporate duties. The GC may authorize the CEC to purchase such insurance as the GC deems necessary or appropriate to insure its GC Members, Officers and employees against liability of any kind.

ARTICLE 9

BOOKS AND RECORDS

Section 9.01. Place of Keeping Corporate Records.

The records and documents required by laws to be kept by the CEC permanently shall be kept at the CEC principal office and all records backed electronically.

Section 9.02. Fiscal Year

As an instrumentality of the SDW, the fiscal year of the CEC shall coincide with the fiscal year of the SDW, 7/1 through 6/30.

ARTICLE 10

AMENDMENTS

Section 10.01. Bylaws.

The GC may alter, amend or repeal these Bylaws or adopt new Bylaws at any Annual, Regular, or Special Meeting of the GC, in whole or in part, by a two-thirds (2/3) vote of the GC. No proposed amendment or repeal of these Bylaws by the GC will be adopted unless the GC members are notified, in writing, by regular mail, facsimile, or electronic mail sent at least fourteen (14) days, and not more than thirty (30) days, prior to the date of the meeting at which the same is intended to be considered; or unless each of the GC members not so timely notified execute a waiver of such notice.

Any and all proposed amendments or repeal, in whole or in part, to these Bylaws to be voted on the by the GC shall be posted on the CEC website or other electronic means of communication maintained by the CEC at least fourteen (14) days prior to the meeting at which said amendment or repeal is to be considered. The material posted shall include the fact of the amendment or repeal to be considered at said meeting, the content of said amendment or repeal, and explanation of the general nature and purpose for said amendment or repeal.

Upon adoption of any amendment by the GC, a copy of the Bylaws as amended shall be promptly posted on the CEC web site.

Section 10.02. Articles of Incorporation.

The Articles of Incorporation may be amended, in whole or in part, by a two-thirds (2/3) vote of the GC.

The providing of notice and the manner in which said notice is to be provided must be in the same manner as set forth in Section 10.01.

EXHIBIT A
CONFLICT OF INTEREST POLICY
Chain Exploration Center Inc.
updated 7.1.2022

1. ARTICLE I. DOCUMENT PURPOSE.

- 1.1.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Chain Exploration Center Inc.) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization.

2. ARTICLE II. DEFINITIONS.

- 2.1. Interested Person.** Any officer, member of a committee/sub-committee, or member of a task group with Governance Council delegated powers, who has the direct or indirect financial interest, as defined below, is an interested person.
- 2.2. Financial Interest.** A person has 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 Chain Exploration Center Inc. (CEC) has a transaction or arrangement,
 - b.** A compensation arrangement with the CEC or with any entity or individual with which CEC has a transaction or arrangement, or
 - c.** A potential ownership or investment interest in, or compensations arrangement with, any entity or individual with which the CEC is negotiating a transaction arrangement.
- 2.3. Compensation.** Includes direct or indirect remuneration as well as gifts or favors that are not substantial.

3. ARTICLE III. PROCEDURES.

- 3.1. 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 members of the Governance Council considering the proposed transaction or agreement.
- 3.2. 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 the Governance Council or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- 3.3. Procedures for Addressing the Conflict of Interest.**
- a.** An interested person may make a presentation at the Governance Council 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 Governance Council shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c.** After exercising due diligence, the Governance Council shall determine whether the Organization 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 isn't reasonably possible under circumstances not producing a conflict of interest, the Governance Council shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organizations' 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.

3.4. Violations of the Conflicts of Interest Policy.

- a. If the Governance Council has a reasonable cause to believe a member has failed to disclose the 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 Governance Council determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. ARTICLE IV. RECORDS OF PROCEEDINGS

- 4.1. The minutes of the Governance Council and committees with board delegated powers shall 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 Governance Council 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.

5. ARTICLE V. COMPENSATION.

- 5.1. The Governance Council shall not be compensated directly. If compensation by direct or indirect means occurs, the following shall apply:
 - a. A voting member of the Governance Council who receives compensations, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - c. No voting member of the Governance Council or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. ARTICLE VI. ANNUAL STATEMENTS.

- 6.1. Each director, principal officer and member of a committee with Governance Council delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflicts of interest policy,

- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization 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.

7. ARTICLE VII. PERIODIC REVIEWS.

- 7.1.** To ensure the Organization operates in a manner consistent with charitable purposes and doesn't 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, and the result of arm's length bargaining.
 - e. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

8. ARTICLE VIII. USE OF OUTSIDE EXPERTS.

- 8.1.** When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Governance Council of its responsibility for ensuring periodic reviews are conducted.

Disclosure of any conflicts, financial interest, or related parties if any:

Acknowledgement of receipt and understanding:

Signature: _____ **Date:** _____

Print Name: _____