

WYOMING MEDICAL SOCIETY

POLICY MANUAL
Adopted January 15, 2011

GOVERNANCE STRUCTURE

ARTICLES OF INCORPORATION

The articles are the contract between the corporation, Wyoming Medical Society, and the state of incorporation, Wyoming. When filed with the state, the corporation comes into existence with all of the powers of a corporation. The articles are the seminal corporate document and take precedence over all other corporate documents, including the bylaws.

BYLAWS

The bylaws are the fundamental association legal documents, the most often referred to, and certainly the documents with which all members of the association constituency are, and should be, most familiar.

The bylaws are the contract between the association and the individual members and embrace a variety of key issues.

ANTITRUST Adopted January 2011

Each new member of the Board of Trustees, Committee Chairs and members of Committees must read and sign the adopted Antitrust Policy Form (appendix A).

CONFLICT OF INTEREST Adopted January 2011

Each officer, director, committee chair, and staff member of the organization must avoid actual and apparent conflicts of interest that would impair their ability to discharge their responsibilities to the organization with the necessary loyalty and integrity. Each new member of the Board of Trustees and any employee of WMS must read and sign the adopted Conflict of Interest Policy and Disclosure Form (appendix B).

WHISTLEBLOWER Adopted January 2011

WMS is committed to maintaining an organizational environment that is open to and fosters communication concerning all aspects of operations, including compliance with high ethical standards, all applicable laws, appropriate accounting principles and Society policies. Each new member of the Board of Trustees and any employee of WMS must read and sign the adopted Whistleblower Policy and Disclosure Form (appendix C).

FINANCIAL MATTERS Approved October 2010

Fiscal Year: The fiscal year of the Wyoming Medical Society is January 1 through the following December 31.

Budget Process: The organization shall adopt an Annual Budget to guide the organization in each fiscal year exercising sound and appropriate fiscal responsibility.

Financial Signing Authority: The Executive Director has financial authority to execute or electronically sign for expenditures of \$1,000 or less. For expenditures greater than \$1,000 permission of the sitting Secretary/Treasurer is required. A majority vote of executive committee members is required for expenditures greater than \$3,000 if they are not accounted for in the annually approved budget.

Annual Review: An annual review of the financials shall be conducted. The Board of Directors will review and approve an audit firm specializing in non-profit reviews and audits at least once every three years. The staff is authorized to prepare a financial statement from the report in suitable condensed form for approval and submittal by the treasurer to the members at the appropriate meeting of the association.

Investment Policy: The purpose for investment, objectives, asset allocation, prohibited transactions and review process is outlined in the WMS Investment Policy (appendix D). Incoming WMS Board Secretary/Treasurer and Finance Committee Chairman shall sign review and sign the investment policy each June at the annual meeting of the WMS Board of Trustees.

TRAVEL

Members of the Board of Trustees shall be reimbursed for expenses for mileage, lodging and food incurred while participating in quarterly meetings of the Board of Trustees.

AMA DELEGATE AND ALTERNATE DELEGATE TRAVEL *Approved December 2005*

The AMA Delegate and Alternate Delegate will be reimbursed according to the following schedule that shall be regularly reviewed and updated.

Airfare for two meetings each year

Lodging for two meetings each year

4 nights Interim Meeting

5 nights Annual Meeting

Per Diem will be paid at \$100 per day

5 days Interim Meeting

6 days Annual Meeting

IRS FORM 990 DISCLOSURE *Adopted January 2011*

The organization will supply Form 990, Return of Organizations Exempt From Income Tax, to individuals or firms that request it. The request must be in person or in writing. If the request is in person, the request will be honored on the day of the request. If the request is in writing the request will be honored within 30 days. Organization will charge a reasonable copying and postage cost.

MEETING MINUTES *Adopted January 2011*

The purpose of taking minutes at meetings is to protect the organization and the people who participate in the meeting. The minutes are not intended to be a record of discussions, or serve as a newsletter for the organization but rather to accurately reflect the meeting and the decisions that are made. The minutes are to be as brief as possible and only reflect action taken at the meeting.

Accurate minutes shall be kept for all official meetings, including committee meetings when appropriate.

Minutes shall be a record of what was considered and accomplished at the meetings, not a record of conversations, reports or work assignments. They will not include sidebar conversations, if they occur. Minutes shall indicate the place, date and time of the meeting and the names of all participants at the meeting, including persons arriving late or leaving early, guests and staff.

Drafts of minutes, notes and audio or video recordings shall NOT be retained in the files of the organization officers, directors, committee members and office once the minutes are approved. The Executive Director and staff must be sure they are discarded. Minutes shall be safeguarded in the permanent files.

Minutes shall be distributed for review and consideration of the board prior to the following board meeting and will be approved at that meeting.

OFFICERS AND BOARD OF TRUSTEES *Adopted January 2011*

Attendance at meetings of the Board of Trustees shall normally be limited to members of the Board, appointed officers, legal counsel, such members of the staff as may be required, and such invited members, expert guests, and suppliers to the association as may be required from time to time to effectively and expeditiously carry on the business of the Board of directors.

Members of the trade and public press, in accordance with general association and public practice, shall normally not be invited to attend Board meetings, although officers will conduct such post-meeting press conferences as are believed necessary, and the minutes of the meeting shall be available on request for inspection at all times after their approval.

EXECUTIVE DIRECTOR SEARCH AND SELECTION *Approved September 2007*

In the event that the Wyoming Medical Society Board of Trustees is in a position to search for and select a new Executive Director the following process shall be implemented as approved by the WMS Board of Trustees in 2007.

Current WMS President appoints a search committee of no more than seven members including WMS legal counsel. When appropriate the outgoing executive director is included as one of the members who are asked to participate. The full WMS Board of Trustees determines a reasonable and fair budget for the committee to utilize for the process.

The selection committee carries out the search process including posting the vacancy and working with any outside consultant to assist in the selection and hiring process. The committee selects their first and second choice candidates and offers the position to the first choice candidate. The WMS President in consultation with the Executive Committee executes negotiations for compensation and the final contract agreement.

RECORD RETENTION AND SAFEGUARDS

The Board of Trustees recognizes the need to preserve and protect the historic records of the organization. Therefore the Board has adopted this policy to be implemented by the staff of the organization in all formats including electronic and paper.

- Financial Record Retention Period

Annual Review/Audit:	Permanent
Tax Form 990's:	Permanent

- Other Items:

<u>Retention</u>	<u>Period</u>
Articles of Incorporation	Permanent
Bank Reconciliations	Three years
Bylaws	Permanent
Charts of Accounts	Permanent
Contracts and leases (expired)	Twenty years
Contracts and leases in effect	Permanent
Deeds, mortgages, bills of sale	Permanent
Depreciation schedules	Permanent
Employee records (terminated)	Three years
Employment applications	Three years
Financial statements & records	Seven years
Fixed asset records	Permanent

Individual employee earnings	Six years
Insurance policies (expired)	Three years
Insurance records, claims, policies	Permanent
Payroll records and summaries	Seven years
Payroll tax returns	Five years
Retirement Plan Documents	Permanent
Tax return and worksheets	Permanent

REPRESENTATION OF POLICY *Adopted January 2011*

Board Trustees, members or volunteers shall not make any representations or statements regarding Policies or positions of the Society except in strict conformity with written policy statements duly adopted and published by the organization.

APPARENT AUTHORITY *Adopted January 2011*

Any communication on behalf of WMS shall be official, at the direction of the full executive committee, Board of Trustees or Executive Director. No statements shall be made, either verbal or written, that conflict with the position or policy of WMS. Leadership and staff should understand that by virtue of their position, statements may be perceived by the public or media as official and on behalf of WMS. To control official communications, stationery and business cards shall be for use by the staff only.

Members of the board and committees may not use WMS letterhead. Staff will prepare letters sent on behalf of the organization with a copy remaining in the office. Exceptions may be made to the policy as long as the purpose of the communication is made known and approved by the executive committee or executive director in advance; if the exception is approved, a copy of the communication shall be provided to staff within 24 hours of dissemination for permanent file retention.

Members of the board and committees are not to make use of the WMS logo or sign any written communication (electronic or hardcopy) using their title associated with the Wyoming Medical Society without prior approval by the executive committee, board or executive director.

SEXUAL HARASSMENT POLICY *Adopted January 2011*

WMS is committed to maintaining an organizational atmosphere free from sexual harassment. WMS realizes its moral and legal obligations to ensure that all members are provided a discrimination free environment to accomplish the mission of the organization and to function effectively at organization activities. Sexual harassment by anyone whether occurring within or without the confines of a meeting, while involved in organization-related functions, or at social gatherings, will not be tolerated by WMS.

Because WMS takes allegations of sexual harassment seriously, it will respond promptly to complaints of sexual harassment and where it is demonstrated that such harassment has occurred. WMS will act promptly to eliminate the harassment and impose such corrective action as is necessary.

APPENDIX

FORMS

APPENDIX A

ANTITRUST COMPLIANCE *Adopted January 2011*

CORPORATE POLICY STATEMENT ON ANTITRUST

It is the policy of the Wyoming Medical Society (WMS) to comply fully with all laws and regulations that govern its operations and to conduct its affairs in keeping with the highest moral, legal, and ethical standards. Accordingly, it is WMS' antitrust policy to compete vigorously and fairly, and in accordance with all applicable antitrust and competition laws.

No employee, member of the Board of Trustees, or committee member will act in any manner which is inconsistent with this policy, will qualify or compromise it, or will authorize or condone violations.

IMPLEMENTATION OF POLICY

All WMS employees, members of the Board of Trustees, consultants, and other persons who perform fiduciary responsibilities on behalf of WMS will receive, and should fully understand WMS' antitrust policy and compliance guidelines. These individuals are required annually to execute statements certifying compliance with applicable policies and disclosing any information that would reveal a conflict of interest.

VIOLATIONS OF THIS POLICY

Intentional violation of this policy will result in discipline, up to and including discharge/removal from office. If a violation results from inexperience or excusable lack of information, less severe action may be appropriate.

SPECIFIC COMPLIANCE REQUIREMENTS

The basic objective of the antitrust laws is to protect the free market – practices that interfere with free competition should be eliminated, so that each business has a fair opportunity to compete on the basis of quality, price and service. To accomplish this, the antitrust laws prohibit conduct that has unreasonably anticompetitive effects.

The basic provisions of the Federal Antitrust Laws are contained in the Sherman Act, the Clayton Act, and the Federal Trade Commission Act, and may be summarized as follows:

- a. The most important portions of the Sherman Act are Section 1, which deems illegal all contracts, combinations, and conspiracies that unduly or

unreasonably restrain trade, and Section 2, which renders illegal any monopoly or attempt to monopolize any part or segment of trade. Professional associations, such as WMS, automatically meet the “Contract, combinations and conspiracy” of these laws, as they are comprised of independently competing individuals/entities.

- b. Section 2 of the Clayton Act generally makes it unlawful to sell, or knowingly induce the sale of, goods or services at discriminatory prices, or to receive discrimination in price, where the effect may be “to substantially lessen competition or to tend to create a monopoly in any line of commerce.” Section 3 of the Clayton Act makes it unlawful to lease or sell goods on the condition or understanding that the lessee or purchaser will not use or deal in the goods of a competitor or the leaser or seller (i.e., “Tie-In” Sales), where the effect may be to “substantially lessen competition or to create a monopoly in any line of commerce.”
- c. Finally, the Federal Trade Commission (FTC) Act declares unlawful “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce.” This Act is basically a catchall whose broad coverage is designed to encompass unfair methods of competition and deceptive practices not expressly covered by other rules.

GUIDELINES

The majority of specific rules in the WMS antitrust policy can be summarized into a series of “Dos” and “Don’ts.” These are not a substitute for a thorough understanding of the various subjects, but they do cover many of the areas that can present serious antitrust problems.

CONDUCT IN GENERAL

- **Do** compete vigorously and independently at all times.
- **Do** conduct activities in an ethical way and always adhere to the principles of honesty and forthrightness.
- **Do** act at all times in a manner that will evidence to everyone that you are competing vigorously.
- **Do** abide by WMS’ conflict of interest policies and procedural safeguards that minimize the risk of investigations and unintentional law violations.
- **Do** contact legal counsel if you have any question concerning the lawfulness of any action
- **Don’t** make personal or business use of any information concerning your competitors, which you obtain through your service with WMS.

**THE WYOMING MEDICAL SOCIETY
ANTITRUST AND TRADE REGULATION CERTIFICATE**

This is to certify that I have read the Corporate Policy Statement on Antitrust dated January 15, 2011 and that, to the best of my knowledge, I understand the laws, policies, practices and recommendations outlined therein which are applicable to my responsibilities, and that I am in compliance with them and will follow them in the future. I agree that I shall advise the WMS executive director and leadership whenever any matter or activity comes to my attention that requires interpretation or clarification of, or which may be inconsistent with, the policies outlined in the Guidelines.

Date: _____

Name Printed

Signature

APPENDIX B

CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM *Adopted January 2011*

In order for WMS to further the purposes for which it is organized and to maintain its standing, it is important that all decisions and actions be free of undue influence by any special interests of individual members. Officers, directors, committee members and staff acting on behalf of WMS have a fiduciary duty, including the duties of loyalty, diligence and confidentiality. Despite the self-interests that members inevitably have, those in positions of responsibility are obligated to act in utmost good faith on behalf of WMS.

Conflicts of interest arise when those in positions of responsibility have personal or outside financial, business or professional interests or responsibilities that conflict with their duties to WMS. Of basic importance is the degree to which the interest would tend one toward bias or pre-disposition on an issue or otherwise compromise the interests of WMS.

A conditional, qualified or potential conflict of interest can arise when the outside interest is not substantial in size or does not relate significantly to any contemplated action that WMS may take. For example, a person might hold a minor financial interest in a company wishing to do business with WMS. In such a case, disclosure is ordinarily sufficient to deal with this type of conflict of interest, provided that there is no expectation that one's duty of loyalty to WMS would be affected.

A direct conflict of interest arises when an individual holds a position of responsibility with WMS and also holds a material interest in the issue at hand. Direct conflicts of interest arise, for example, when an individual engages in a personal transaction with WMS or holds a material interest or position of responsibility in an organization involved in a specific transaction with WMS. Such a situation places the person in the impossible position of attempting to represent both WMS and his or her personal interests or those of the other organization. The appropriate and necessary course of action in such cases is to disclose the conflict and recuse oneself (i.e., remove oneself from the deliberations and the vote on the issue).

In rare circumstances, an individual may have such a serious, ongoing and irreconcilable conflict that resignation from the position with WMS or the conflicting entity is appropriate.

Dealing effectively with actual or potential conflicts of interest is a shared responsibility of the individual and the organization. The individual and organizational roles and responsibilities with regard to conflicts of interest follow are as follows:

1. All individuals who serve in positions of responsibility with WMS must not only avoid conflicts of interest, but the *appearance* of a conflict of interest as well. This includes officers, directors, committee members and staff acting on behalf of WMS. Decisions on behalf of WMS must be based solely on the interests of WMS and its membership. Decisions must not be influenced by desire for personal profit or other extraneous considerations.
2. Officers, directors, committee members and staff acting on behalf of WMS shall annually sign a statement disclosing any outside interests or relationships, affiliations, investments, compensation or other situations that may represent or appear to represent a conflict of interest.
3. When an officer, director, committee member or staff, acting on behalf of WMS, believes that an individual may have a conflict of interest that has not been properly recognized or resolved, the officer, director, committee member or staff is obligated to raise that issue and seek proper resolution.
4. In addition, any member may raise the issue of conflict of interest by bringing it to the attention of the Board of Trustees through the president or the executive director. The final resolution of any conflict of interest shall rest with the Board.

Additional Rules of Conduct

5. When a potential transaction or agreement with WMS is presented for consideration at a meeting or other deliberation involving the participation of an officer, director, committee member or staff, acting on behalf of WMS, such person shall disclose any position of responsibility or significant relationship to the person or organization involved in the potential transaction or agreement. This disclosure shall be made even if the position or relationship has otherwise been disclosed in the documents filed with WMS. If the discussion includes consideration of confidential information that should not be disclosed to the outside person or organization, the individual involved shall be absent from the portion of the discussion involving the confidential information. When a motion is made for approval of a transaction or agreement with WMS, the appropriate course of action is to disclose the conflict and recues oneself (i.e., remove oneself from the deliberations and the vote on the issue).
6. When WMS considers the adoption of policy that relates directly to a specific and financial focus of business or professional activity engaged in by an officer, director, committee member or executive staff by such individual's employer, or by an entity in which the individual has a substantial financial interest, the individual shall disclose the nature of the relationship to the issue before speaking to the issue. When a motion is made for approval, the appropriate course of action is to disclose the conflict and recues oneself

7. The responsibilities of an officer or director to an employer may at times require that individual to engage in activity that may interfere with the goals or initiatives of WMS. Whenever possible, the individual involved should avoid such activity, consistent with the responsibilities to the employer. When conflicts are not avoidable, the individual involved shall disclose to the president or executive director, in advance, any specific anticipated employment activity that may be expected to create a conflict. In representing the employer, the individual involved shall make it clear that he or she is acting on behalf of the employer and not as an officer or director of WMS. Should the employment activity of the individual involved require the individual to act in actual conflict with WMS repeatedly or over an extended period of time, the Board member should consider whether the employment activity is compatible with service to WMS. The final decision on such matters rests with the individual involved, subject to any provisions that might exist for removal of an officer or director in the bylaws.

Conflict of Interest Disclosure Form

I, _____, acknowledge and agree that (1) I have read and understand the conflict of interest policy of WMS; (2) I understand the requirements for reporting any potential conflicts during the term of my position with WMS; (3) to the best of my knowledge, information and belief I have disclosed all interests that may create a conflict of interest below; and (5) I shall report any additional conflicts to the Board of Directors as they arise.

1. Outside Interests. Identify any interests that you or a member of your immediate family have in which you hold a position, including but not limited to a board or officer position, or have a material financial interest in any concern from which WMS obtains, or might reasonably in the future be expected to obtain, goods or services, or which is, or might reasonably be expected in the future to be, engaged in activities that compete with the existing or anticipated activities of WMS.

2. Outside Relationships. Identify any relationships in which you render directive, managerial or consultative services to any concern that does business with or competes with WMS.

3. Affiliations. List memberships on the board of directors, officer positions, editorial positions, committee positions or status as a paid or non-paid consultant in any healthcare-related association or business concern.

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4. Investments. List and describe with respect to you and your immediate family all investments constituting a material financial interest in any outside interest, as described in Question 1 above or a material financial interest in any healthcare-related business concern. A material financial interest is defined as holdings of five percent (5%) or more of stock or assets of a single commercial entity or an equity interest of \$25,000 or more in any one commercial entity or holding a financial ownership interest that contributes materially to the member's income or holding a position as partner, director, managing partner or key employee. For purposes of this disclosure, stock options shall be considered to be the ownership of an interest in an entity even if they have not been exercised or are not currently exercisable.
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5. Compensation. Identify significant support from any commercial or other source, including any publishing, internet or e-commerce organization, engaged in the healthcare field or from any outside interest as described in Question 1 above. Significant support includes salary, stock options, royalty arrangements or dividends anticipated to produce more than \$2,500 in annual income, or payment for speaking engagements (exclusive of reimbursable travel costs) in excess of \$2,500 in any 12-month period. Please identify the range of the significant support (e.g., greater than \$2,500, greater than \$10,000, greater than \$25,000, greater than \$50,000, greater than \$75,000 or greater than \$100,000).
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6. Other. List any other interests or activities in which you or your immediate family is engaged that might be regarded as constituting a conflict of interest or a potential conflict of interest.
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Name (printed): _____

Signature: _____

Date: _____

APPENDIX C

WHISTLEBLOWER POLICY *Adopted January 2011*

General

The WMS Board of Directors, members, representatives and employees observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of WMS, we all must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all these individuals to comply with the policies of WMS and to report violations or suspected violations in accordance with this policy.

No Retaliation

No Board member, member, representative or employee who in good faith reports a violation of any policy shall suffer harassment, retaliation or adverse consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This policy is intended to encourage and enable employees and others to raise serious concerns within WMS prior to seeking resolution outside the organization.

Reporting Violations

WMS encourages an open door policy and suggests that board members, members and employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the executive director is in the best position to address an area of concern. However, if someone is not satisfied with the director's response, the individual is encouraged to speak with a member of the WMS Executive Committee.

Accounting and Auditing Matters

The Executive Director or Executive Committee should immediately be made aware of any complaints regarding accounting practices, internal controls or auditing.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of policy must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the code. Any allegations that prove not to be substantiated prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected

violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Name (printed): _____

Signature: _____

Date: _____

APPENDIX D

WYOMING MEDICAL SOCIETY INVESTMENT POLICY

Purpose

The purpose of this plan is to provide a clear understanding of the investment policy, guidelines and objectives for the total portfolio of the Wyoming Medical Society, for the board of trustees, investment advisors, Wells Fargo Advisors and others.

This document provides a governing basis for the management and disposition of liquid assets (including cash and non-cash items) held as investments by the Society. The following guidelines have been set forth to give the investment advisors an overview of the general investment philosophy and orientation of the directors responsible for the fund. The intent is to give broad direction allowing for the flexibility necessary for the investment advisors to successfully implement their investment strategy. The board of trustees has allocated to the investment committee the responsibility for implementing these guidelines.

Investment Objectives

The principal objectives of the foundation's investment program shall be:

- generation of income to meet income needs should they occur
- growth of asset value at a rate greater than inflation (as measured by the Consumer Price Index)
- provide market (S&P 500) equivalent income

The approximate total value of the Society account is \$397,928 as of April 2011.

Achieving these objectives will require assuming a moderate level of risk, a long-term investment horizon and diversification among assets. The funds will be invested to maximize total return (capital appreciation, interest and dividend income) consistent with a prudent level of risk.

Asset Allocation

The following asset allocation guidelines have been established by the board. Any deviation of 15 percentage points or more of the total portfolio beyond these limits in any asset category requires approval from the investment committee.

A. Cash and Equivalents - (0-10)%

Short-term investments (one year maturity or less) shall consist of obligations of the U.S. Government, U.S. Agencies, FDIC insured Certificates of Deposit, and domestic corporate issues rated A or better by at least one of the established rating agencies, and the two highest grades of commercial paper. Additionally, a money market fund or comparable investment vehicle with like investments may be used.

B. Fixed Income - (40% to 50%)

The quality of the fixed income securities shall not be rated less than "Baa/BBB" by Moody's or Standard and Poor's. Maximum ownership of any one issue, exclusive of U.S. Government issues shall be 15% of the fixed income portfolio at cost. Cash positions should conform to investments described in section A.

C. Domestic Equities - (40% to 50%)

The portfolio may hold common stocks publicly traded on U.S. Exchanges, NASDAQ listed stocks and securities convertible into such stocks. Equity investments in any major sector classification shall not exceed 20% of the market value of the total equity portfolio. Equity investments in any single issue shall not exceed 7% of the equity portfolio at market value.

D. International Equities (10% to 20%)

Allowable international equities are sponsored and unsponsored American Depositary Receipts (ADR's) or American Depositary Shares (ADS's) or other depositary securities of non-U.S. based companies traded in the U.S. and closed-end country funds. Equities of foreign domiciled companies that are traded in the U.S. may also be purchased so long as the securities are registered (or filed) with the Securities and Exchange Commission and traded on a recognized national exchange or over-the-counter market.

Asset Allocation (4/13/11)

	Amount	Percent of Portfolio	Policy Range
Domestic Equities	\$115,996	29.2%	(40-50%)
International Equities	\$36,760	9.2%	(10-20%)
Fixed Income	\$228,417	57.4%	(40-50%)
Cash & Equivalents	\$16,755	4.2%	(0-10%)
Total	\$397,928	100%	

Investments, either equity or fixed income, into companies that derive the majority of their revenues from alcohol or tobacco are not permitted.

Return Objectives/Loss Limits

The Society's compound annual total return objective for the total portfolio is an absolute return net after all expenses of the (consumer price index (CPI)) plus at least 4% of the beginning of year asset value adjusted for withdrawals. Returns will be measured over a 3 year period.

Although these investment objectives are long-term, performance and activities of the investment advisors will be evaluated at least semi-annually.

Standards of performance will include the best of:

- expected minimum net total return (appreciation plus income) exceeding inflation by 5% for equities and 3% for fixed income over a (three) year period.
- expected total return compared to the market to equal or exceed an applicable equity or fixed income index.
- rank in the top half of similar "style" equity and fixed income managers each calendar year.

Losses over a 3 year period should be limited to 15% of the beginning value or maximum value, whichever is greater, in the equity portfolio and 5% in the fixed income portfolio.

Evaluation and Performance Criteria

The Investment Advisors can expect to be evaluated using both absolute and relative criteria. At least three of the following relative performance benchmarks will be used to evaluate overall performance in each area of portfolio allocation. Comparisons will be made at least semiannually.

Equities:

- S&P 500 composite index - largest 500 companies, weighted by capitalization
- Wilshire 5000 index - 5,000 companies, weighted by capitalization
- other managers with a similar investment style
- any other equity performance index with component issues similar to those of the equity portfolio

Fixed income:

- Barclay's Capital U.S. Aggregate Bond Index
- other managers with similar investment style
- any other fixed income performance index of issues with maturity and quality similar to the fixed income portfolio

Inflation:

- Consumer Price Index (CPI)

Prohibited Transactions

Investment activities in the following are prohibited:

- margin purchases
- private placements or other restricted securities
- commodities

- foreign issues, unless traded on U.S. Exchanges or markets
- companies that derive majority of revenue from alcohol or tobacco

Communication and Review

- Monthly: Monthly statements of activity are to be forwarded to the Society
- Semi-annually: Investment advisors should expect to provide semiannual portfolio presentations to the board which will include reports of portfolio status, time-weighted returns in accordance with association for investment management and research performance measurement standards, performance comparisons to appropriate benchmarks, economic outlook, investment strategy and other related matters which would be of interest to the board.
- Ongoing: Ongoing communication by phone, letter or personal consultation will be required as deemed necessary by the finance committee.

The board of director’s places great trust in and emphasis on the investment strategy employed by the investment advisor. Any material changes to or deviations from the previously agreed upon approach must be communicated and justified to the board.

Plan Review

The investment advisor shall be responsible for reviewing these guidelines with the investment committee at least annually to assure that they remain valid and relevant.

The statement set forth herein shall be effective as of (date), until otherwise amended in writing by the board of the (name) foundation.

Signed this _____ day of _____

Date Secretary/Treasurer