

**CONSENT OF THE
DIRECTORS OF
THE ELECTRICAL BOARD OF MISSOURI AND ILLINOIS**

The undersigned, being all of the Directors of the Corporation, pursuant to the Missouri General and Business Corporation Act, acting without a meeting, do hereby: (1) waive notice and the holding of such meeting; and (2) consent to, adopt and vote in favor of the following resolutions; such consent to have the same force and effect as the unanimous vote of directors at a meeting duly held:

RESOLVED, that the Corporation is hereby authorized and directed to adopt the Conflict of Interest Policy attached hereto as Exhibit A; and

RESOLVED FURTHER, that the Corporation is hereby authorized and directed to adopt the Whistle Blower Policy attached hereto as Exhibit B; and

RESOLVED FURTHER, that the Corporation is hereby authorized and directed to adopt the Document Retention and Destruction Policy attached hereto as Exhibit C; and

RESOLVED FURTHER, that the Corporation is hereby authorized and directed to adopt the Policy on the Process for Determining Compensation attached hereto as Exhibit D; and

RESOLVED FURTHER, that the Corporation is hereby authorized and directed to adopt the Joint Venture Policy attached hereto as Exhibit E; and

RESOLVED FURTHER, that the proper Officers of the Corporation are hereby authorized and directed to execute and deliver on behalf of the Corporation any and all documents and to take any and all action deemed necessary or appropriate to effectuate the adoption of the foregoing policies.

CONSENTED TO:

NAME OF DIRECTOR

DATE

Directors signed consent individually

EXHIBIT A
Conflict of Interest Policy

This Conflict of Interest Policy of The Electrical Board of Missouri and Illinois (EBMI): (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. **Definition of conflicts of interest.** A conflict of interest arises when a person in a position of authority over the Association may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

2. **Individuals covered.** Persons covered by this policy are EBMI's Officers, directors, committee chairs and staff.

3. **Facilitation of disclosure.** Persons covered by this policy should disclose any situation to the Chairman of the Board of Directors that could give rise to conflicts of interest, such as family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members that may affect them taking unbiased actions on behalf of EBMI.

4. **Procedures to manage conflicts.** For each interest disclosed to the Chairman of the Board of Directors, the Chairman will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Association; or (d) ask the person to resign from his or her position in the Association or, if the person refuses to resign, become subject to possible removal in accordance with the Association's removal procedures. The Association's President will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Chairman of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

EXHIBIT B

Whistleblower Policy

This Whistleblower Policy of The Electrical Board of Missouri and Illinois (EBMI): (1) encourages staff, officers, directors and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Association; (2) specifies that the Association will protect the person from retaliation; and (3) identifies where such information can be reported.

1. Encouragement of reporting. The Association encourages complaints, reports or inquiries about illegal practices or serious violations of the Association's policies, including illegal or improper conduct by the Association itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Association has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Association's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. Protection from retaliation. The Association prohibits retaliation by or on behalf of the Association against staff, officers, directors or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Association reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Association's President or any EBMI Officer ; if any of those persons are implicated in the complaint, report or inquiry, it should be directed to one of the three past Chairman of the Board serving on the Board of Directors. The Association will conduct a prompt, discreet, and objective review or investigation. Staff, officers, directors or volunteers must recognize that the Association may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

EXHIBIT C
Document Retention and Destruction Policy

This Document Retention and Destruction Policy of The Electrical Board of Missouri and Illinois (EBMI) identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Association's documents and records.

1. **Rules.** The Association's staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the EBMI Administrative staff; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) **no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.**

2. **Terms for retention.**

a. Retain permanently:

Governance records – Charter and amendments, Bylaws, other organizational documents, Board of Directors and committee minutes.

Tax records – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.

Intellectual property records – Copyright and trademark registrations and samples of protected works.

Financial records – Audited financial statements, attorney contingent liability letters.

Education program – records of students' class attendance and grades.

b. Retain for ten years:

Pension and benefit records -- Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.

Government relations records – State and federal lobbying and political contribution reports and supporting records.

Employee manuals/policies and procedures -

c. Retain for five years:

Employee/employment records – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after

departure of each individual).

Lease, insurance, and contract/license records – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).

Past budgets, bank statements, publications, survey information.

d. Retain for one year:

All other electronic records, documents and files – Correspondence files for hotels, speakers.

3. **Exceptions.** Exceptions to these rules and terms for retention may be granted only by the Association's President or Chairman of the Board.

a) Non-essential emails pertaining to event and meeting reservations, in memoriam notices, meeting notices and newsletters from other associations and spam can be deleting immediately.

EXHIBIT D

Policy on the Process for Determining Compensation

This Policy on the Process for Determining Compensation of The Electrical Board of Missouri and Illinois (EBMI) applies to the compensation of the following person employed by the Organization:

____ The Association's President (CHECK IF APPLICABLE)

The process includes all of these elements: (1) review and approval by the board of directors or compensation committee of the Association; (2) use of data as to comparable compensation; and (3) contemporaneous documentation and recordkeeping.

1. Review and approval. The compensation of the person is reviewed and approved by the board of directors based upon a recommendation of the Finance Committee of the Association, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.

2. Use of data as to comparable compensation. The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated Associations.

3. Contemporaneous documentation and recordkeeping. There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

EXHIBIT E

Joint Venture Policy

This Joint Venture Policy of The Electrical Board of Missouri and Illinois (EBMI) requires that the Association evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the Association's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

A. Joint ventures or similar arrangements with taxable entities. For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the Association controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:

- (a) 95% or more of the venture's or arrangement's income for its tax year ending within the Association's tax year is excluded from unrelated business income taxation [including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt financing; and (iv) gains or losses from the sale of property]; and
- (b) the primary purpose of the Association's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

2. Safeguards to ensure exempt status protection. The Association will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Association's exempt status is protected; and (b) take steps to safeguard the Association's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

- (i) control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization;
- (ii) requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;
- (iii) that the venture or arrangement not engage in activities that would jeopardize the Association's exemption; and
- (iv) that all contracts entered into with the Association be on terms that are arm's length or more favorable to the Association.