



DOOR PENSULA DETACHMENT 1130
MARINE CORPS LEAGUE

Adopted 4 May 2019

DETACHMENT BYLAWS

ARTICLE I

Section 100. Name.

The name of the organization shall be the Door Peninsula Detachment 1130 of the Marine Corps League as specified in the Charter issued on the thirty first day of March in the year 2003 by the Marine Corps League. The Door Peninsula Detachment 1130 of the Marine Corps League is hereinafter referred to as the Detachment.

The Marine Corps League is a non-profit organization incorporated by an Act of the Seventy-fifth Congress of the United States of America at the First Session, begun and held at the City of Washington on Tuesday, the fifth day of January 1937, and approved on the fourth day of August 1937.

Section 105. Mission Statement.

The mission statement of the Detachment mirrors exactly that of the Marine Corps League, to wit:

“Members of the Marine Corps League join in camaraderie and fellowship for the purpose of preserving traditions. Promoting the interests of the United States Marine Corps, banding together those who are now serving in the United States Marine Corps and those who have been honorably discharged from that service. Effectively promote the ideals of American freedom and democracy. Voluntarily aiding and rendering assistance to all Marines, FMF Corpsmen, Chaplains, and former Marines, FMF Corpsmen, Chaplains, and their widows and orphans; and to perpetuate the history of the United States Marine Corps and by fitting acts to observe the anniversaries of historical occasions of particular interest to Marines.”

ARTICLE II

Purpose of the Detachment

Section 200. Purpose.

The purposes of the Detachment shall be:

- a. To preserve the traditions and to promote the interests of the United States Marine Corps;
- b. To band those who are now serving in the United States Marine Corps and those who have been honorably discharged from that service together in fellowship that they may effectively promote the ideals of American freedom and democracy;
- c. To fit its members for the duties of citizenship and to encourage them to serve as ably as citizens as they have served the Nation under arms;
- d. To hold sacred the history and memory of the men who have given their lives to the Nation;
- e. To foster love for the principles which they have supported by blood and valor since the founding of the Republic;
- f. To maintain true allegiance to American institutions;
- g. To create a bond of comradeship between those in the service and those who have returned to civilian life;
- h. To aid voluntarily and to render assistance to all Marines, FMF Corpsman, and FMF Navy Chaplains, as well as their widows and orphans; and
- i. To perpetuate the history of the United States Marine Corps and by fitting acts to observe the anniversaries of historical occasions of particular interest to Marines.

Section 205. Not for profit.

The Detachment is not organized for and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its net earnings shall inure to the benefit of or be distributed to any director, member, or other private individual. The Detachment shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes for which the Detachment are organized.

Section 210. Non-Discrimination.

The Detachment:

- a. Shall never take part in any labor or management dispute or issue;

- b. Shall not be sectarian, political, and partisan;
- c. Shall not be based on race, color, creed, nationality, or sex;
- d. Shall not be used as a medium of political ambition or preferment; and
- e. Shall not use former or present military rank or former or present civilian position as the basis for special consideration and preferment.

ARTICLE III

Membership

Section 300. Membership.

The Detachment shall be the sole judge of its membership, providing the person meets the requirements of Section 315 and Section 320 below.

Section 305. Rights of Members.

No member shall be deprived of any rights and privileges in the Marine Corps League except for non-payment of dues or other indebtedness, unless the member shall first be charged, tried, and found guilty in accordance with the provisions of the National Administrative Procedures Chapter Nine dealing with offenses and penalties.

Section 310. Rights of Appeal.

The right of appeal under the provisions of the National Bylaws and Administrative Procedures shall not be denied.

Section 315. Categories of Membership

a. Regular Membership. Only the following may be regular members of the MCL:

(1) Marines who are serving or have served honorably* in the United States Marine Corps or the United States Marine Corps Reserve;

(2) U.S. Navy Corpsmen (i) who are serving or have served honorably* in the United States Navy and who have trained with Marine FMF units in excess of ninety (90) days and earned the Marine Corps device (clasp) worn on the Service Ribbon, (ie; Southwest Asia Service Medal, Vietnam Service Medal, Armed Forces Expeditionary Medal, etc) and (ii) who earn the Warfare Device authorized for FMF Corpsmen. U. S. Navy Hospital Corpsman must have satisfactorily completed the Field Medical School (FMSS), have been permanently assigned to an FMF Command and have completed the appropriate sections of the Personnel Qualification Standard, both of which must be noted on the DD Form 214. An award of the Fleet Marine Force Ribbon (FMF Ribbon) (1 Sep 1984-30 Sep 2006) or the Enlisted Fleet Marine Force Warfare Specialist Qualification (EFMFWS) Badge (1 Oct 2006-present) may serve as *prima facie* evidence of eligibility; and

(3) U.S. Navy Chaplains who are serving or have served honorably* in the United States Navy and who have earned the FMF Badge serving with Marines. U. S. Navy Chaplains must have been assigned permanent duty with Marine Corps Operating Forces and have completed the appropriate sections of the Personnel Qualification Standard and both of which must be noted on the DD Form 214. An award of the Fleet Marine Force Ribbon (FMF Ribbon) (1 Sep 1984-31 Dec 2005) or the Fleet Marine Force Qualified Officer (FMFQO) Insignia (1 Jan 2006-present) may serve as *prima facie* evidence of eligibility.

Note * - "Served Honorably" is determined by the last DD Form 214 or certificate of discharge that the applicant received. A General Discharge under Honorable Conditions is acceptable.

b. Associate Member. Those individuals not qualified for regular membership in the Marine Corps League who espouse the principles and purposes of the Marine Corps League as contained in its Congressional charter and meet the criteria in Section 315(b)(1) below may upon application to the Detachment be accepted for associate membership in the Marine Corps League. Upon acceptance associate members will pay dues in the same amount as prescribed for regular members, including initiation fees.

1. Enrollment Criteria

(a) Individuals who are serving or have served honorably in other branches of the Armed Forces of the United States; and

(b) Individuals applying for associate membership must have reached the statutory minimum age for enlistment into the United States Marine Corps or the United States Marine Corp Reserve.

(c) Individuals applying for associate membership must join through the Detachment only. Associate members can not directly join the Marine Corps League as a “Member at Large.”

2 Rights. Associate members shall be entitled to the rights, privileges, and benefits of a regular member unless otherwise prohibited as listed below.

3 Voting

(a) Associate members shall not vote on a regular or associate membership application;

(b) Associate members shall not participate in the nomination process and/or voting for elected officers; and

(c) The Detachment, by provisions in these Bylaws and/or administrative procedures, may allow an Associate Member to vote on its internal affairs if such vote does not affect a policy of the Marine Corps League, such as By laws or Bylaw changes.

(d) Associate members shall not hold an elective office.

c. Honorary Member. The Detachment may, at the discretion of the commandant, issue honorary membership to those persons who have been of extraordinary service to the Nation, the United States Marine Corps, or the Marine Corps League. The honorary member will not be entitled to the rights, privileges, and benefits available to a regular or associate member. A suitable certificate will be issued to honor the occasion. Payment of dues or initiation fees is not required; however, an honorary member will not be entitled to the official publication of the Marine Corps League except by paid subscription. All “Honorary Memberships” are for a one-year period only and must be renewed each year by the Detachment.

Section 320. Ineligible for Membership

a. No Detachment, may accept as a regular, associate, or any honorary member any person:

(1) who is currently incarcerated or on supervised probation for any felony conviction or any misdemeanor conviction; or

(2) who has been convicted of a crime where the victim is a child; or

(3) whose name has been stricken from the rolls of the Marine Corps League

b. If after a member has been accepted, the fact that the member has been convicted of a crime where the victim is a child, is discovered, any member may file a disciplinary charge in accordance with National Administrative Procedures, Chapter Nine. The age/date of the conviction is irrelevant.

Section 325. Removal from Detachment Roll

a. Once accepted as a member in good standing by the Detachment membership, that member may not be removed from the Detachment roll except:

(1) By disciplinary action in accordance with National Administrative Procedures;

(2) By that member requesting transfer;

(3) By resignation in writing; or

(4) If member become delinquent as defined in the National Administrative Procedures.

(5) Upon the Death Notice being processed by National Headquarters.

ARTICLE IV

Detachment Officers

Section 400. Board of Trustees

The Board of Trustees will consist of the elected officers of the Detachment plus the Junior Past Commandant.

Section 405. Elected Officers

a. Elected officers shall consist of a Commandant, a Senior Vice Commandant, a Junior Vice Commandant, and a Judge Advocate.

b. All elected officers shall be regular members of the Detachment in which they are elected.

c. Each elected officer shall be elected for a term of one year and may be reelected for additional terms.

Section 410 Appointed Officers

a. With the concurrence of the majority of elected officers, the Commandant shall appoint such officers as required by Section 415 b as well as any officers allowed by Section 415 c.

b. Associate members may serve in appointed offices only.

c. Appointed officers shall serve a term that expires when the next election occurs and may be appointed to additional terms without restriction.

Section 415. Duties and Responsibilities.

a. Elected Officers.

1. Commandant.

The Commandant is the Chief Executive Officer of the Organization and shall preside at all meetings of the Board of Trustees, the Executive Committee, and the Membership. He shall appoint all appointed Officers and, at his pleasure, may appoint assistants to those Officers, shall appoint the members of all committees, shall be an ex-officio member of all committees with the exceptions of the Audit Committee and the Nominating Committee. He is in direct charge of all functions of the Organization and directs the affairs of the Detachment. He shall be responsible for all fiscal stability and procedures, a signer on corporate checking, savings and other accounts and He shall abide by the By Laws and Policies of the Marine Corps League, the rules and regulations of the State of Wisconsin, the Internal Revenue Service, other applicable federal agencies and the Detachment Bylaws. The Commandant shall administer the Oath to all new members.

2. The Senior Vice Commandant

The Senior Vice Commandant shall assist and act on behalf of the Commandant during periods of absence, illness or inability and shall automatically succeed to the office of Commandant if it becomes vacant. The Senior Vice Commandant is responsible for all social events.

3. The Junior Vice Commandant

The Junior Vice Commandant assumes the duties of the Senior Vice Commandant during periods when that Officer is unable or unwilling to act and shall automatically succeed to the office of Senior Vice Commandant if that office becomes vacant. The Junior Vice Commandant is responsible for membership and the growth of the Detachment.

4. The Judge Advocate

The Judge Advocate shall be the parliamentarian of the Detachment, shall interpret the By Laws, render opinions on disputes at the local level, and refers other matters to the next higher authority.

b. Required Appointed Officers.

1. Adjutant

The Adjutant acts as the secretary of the Detachment, maintains a complete record of all meetings, is responsible for maintaining Detachment's record, is responsible for the preparation of the Report of Officer Installation, the Request for Transfer form when required, the Death Notice form when required, and is the keeper of the Detachment seal.

2. Paymaster

The Paymaster acts as treasurer of the Detachment. He is responsible for transmitting membership dues and maintaining an accurate record of all receipts and disbursements of the accounts of the Detachment.

Note: The Adjutant and Paymaster positions may be combined into one position or kept separate as determined by the Detachment.

3. Sergeant-At-Arms

The Sergeant-At-Arms shall preserve order at all meetings, is responsible for setting up meetings, fulfills all duties prescribed for the office in the Marine Corps League Ritual Manual, is responsible for the Colors and other ceremonial equipment of the Detachment and performs such other duties from time to time as prescribed by the Commandant.

4. Chaplain

The Chaplain shall perform the duties at meetings and ceremonies as prescribed in the Marine Corps League Ritual Manual, informs the Detachment of any Marines that are ill or in distress, arranges visitation of ill Marines, informs the Detachment of the death of any member, has charge of the Detachment's role in funeral and memorial services for deceased Marines and performs such other duties as are normally prescribed for the office.

5. Quartermaster

The Quartermaster shall be the Detachment's Supply Officer and shall be responsible for ordering and maintaining an inventory of and selling uniform items, mementos, commemorative items, gifts, etc. and shall maintain and submit to the Paymaster a record of the same.

6. Color Guard Commander

The Color Guard Commander shall be in charge of the Color Guard and be responsible for the training, drilling, scheduling, rifles and equipment of the Color Guard.

7. Color Sergeant

The Color Sergeant shall be a Regular Member entrusted with the care and safekeeping of the Detachment's Colors under the supervision of the Sergeant-At-Arms during any parade or event in which the American Flag and the Detachment Flag are borne. The Color Sergeant shall bear the American Flag except when only the Detachment Flag is borne, as in massed Colors, the Color Sergeant will bear the Detachment Flag. The Color Sergeant may appoint, subject to the pleasure of the Commandant and the Sergeant-At-Arms, an assistant or assistants as needed.

c. Optional Appointed Officers.

1. Historian (HIST)
2. Veterans and Volunteer Service Officer (VAVS)
3. Web Sergeant (WEBSGT)
4. Newsletter Editor (NEWS)
5. Special Events Officer (SEO)
6. Public Relations Officer (PR)
7. Marine Corps Liaison Officer (MCLO)
8. Toys for Tots, Toys for Kids Officer (T4K)

d. Past Commandants.

1. Junior Past Commandant

The Junior Past Commandant is the immediate Past Commandant and shall be a member ex-officio of the Detachment's Board of Trustees. In the event of a vacancy in the office of Junior Past Commandant the next most Junior Past Commandant available shall be ex-officio Junior Past Commandant.

2. Past Commandants Council

All living Past Commandants in good standing shall be ex-officio members of the Past Commandants Council.

3. Senior Past Commandants

All Past Commandants except for the most immediate or Junior Past Commandant are Senior Past Commandants.

Section 420. Succession of officers

a. Detachment Elected Officers

(1) Order of Succession. The order of succession to the office of the Detachment Commandant shall be; first, Detachment Senior Vice Commandant and second, Detachment Junior Vice Commandant.

(2) Detachment Commandant. Should the Commandant's position become vacant, the Senior Vice Commandant, if agreeable, will serve as the new Commandant for the remainder of the term. If not agreeable, the Junior Vice Commandant, if agreeable, will serve as the new Commandant for the remainder of the term. If neither one is agreeable, the Department Commandant will be responsible for finding a replacement Commandant with assistance from the rest of the Detachment Staff. If either the Senior Vice Commandant or Junior Vice Commandant serve as the replacement Commandant, they

will be responsible for finding a replacement for their previous position with assistance and approval of the Detachment Board of Trustees.

(3) Detachment Senior Vice Commandant. Should the Senior Vice Commandant position become vacant, the Junior Vice Commandant, if agreeable, will serve as the new Senior Vice Commandant for the remainder of the term. If not agreeable, the Commandant will be responsible for finding and appointing a temporary officer to fill the vacancy, with assistance and approval of the Detachment Board of Trustees.

(4) Detachment Junior Vice Commandant or Judge Advocate. Should the Junior Vice Commandant or Judge Advocate position become vacant, the Commandant will be responsible for finding and appointing a temporary officer for the vacancy, with assistance and approval of the Detachment Board of Trustees.

(5) Detachment Staff Officers. A vacancy in an appointed office, a committee chairman, or a committee member shall be filled as soon as practical by the Commandant. All such appointments shall be approved by a majority of the elected officers.

(6) Causes for Vacancy. In addition to death, resignation, or incapacity, a vacancy will occur through:

- a. Failure to attend two unexcused consecutive, officially-called regular Detachment meetings or
- b. Removal from office by disciplinary action in accordance with the National Administrative Procedure.

Section 425. Election of Officers

- a. The Detachment shall hold an annual election and installation of officers between September 1 and May 15. Installation must be conducted no later than the last day of the month subsequent to the election. The "Report of Installation" form must be received by the National Headquarters by June 30th of each year to establish credentials for the National Convention. A Detachment is NOT in good standing if this report is not received.
- b. Any time throughout the year, where there is a change in any Officer(s) position, that new officer(s) must be sworn in accordance with Administrative Procedures and a new "Report of Installation" form must be submitted for those positions that changed.

Section 430. Suspension and Revocation of Charter

The charter of the Detachment may be suspended or revoked for:

- a. The persistent failure to maintain a minimum of fifteen members in good standing;
- b. The persistent failure to forward promptly funds due to the national body;

- c. Acts and conduct bringing the MCL into public disrespect;
- d. Willful violation of National Bylaws and Administrative Procedures;
- e. Violation of federal, state, or municipal laws or ordinances; or failure to maintain an active status under IRS Code 501c(4).
- f. Other activities detrimental to the good name of the MCL.

Section 435. Voluntary Surrender of Charter.

The charter of the Detachment may be voluntarily surrendered for such reasons as may be determined by the Detachment. Upon a determination that it is no longer practical to maintain the Detachment, the Detachment Board of Trustees shall immediately notify its jurisdictional department or if a jurisdictional department is nonexistent, the National Division Vice Commandant in writing of its intent to dissolve and surrender its charter. The National Administrative procedures will govern the process.

ARTICLE V

Procedures for Election and Appointment of Officers

Section 500. Nomination Procedures:

- a. The Commandant shall appoint a Nominating Committee upon which the Commandant shall not serve.
- b. The Nominating Committee shall be chaired by the Junior Past Commandant.
- c. The Nominating Committee shall take office prior to the January Regular Meeting.
- d. The Nominating Committee shall select and post its complete slate of Elective Officers by the March Regular Meeting, and shall further post its complete slate of Officers within ten (10) days of the Annual Meeting by mail, email, personal delivery or express delivery or courier service to each voting member.
- e. Nominations may be made by voting members from the floor at the Annual Meeting or at the immediately previous Regular Meeting during the nominations proceedings.
- f. Prior to placing a members name in nomination for an Office, the person making the nomination of the member shall have first obtained the direct express authorization of the nominee.
- g. Any Regular Member in good standing may place himself in nomination for an elected office for which he is eligible.

Section 505. Election Procedures:

- a. The election of Elected Officers shall be conducted immediately following the closing of nominations at the Annual March Membership meeting.
- b. The Junior Past Commandant shall conduct the elections, if the Junior Past Commandant is unable or unwilling to serve, the Commandant shall immediately appoint a replacement.
- c. The elections may be conducted by one of the following voting methods: voice, show of hands, rising or secret ballot as determined by the Junior Past Commandant in order to ensure fair and accurate results.
- d. The Sergeant-At-Arms shall assist the Junior Past Commandant with the conduct of elections.
- e. The Adjutant shall record the results of the election in the minutes, shall prepare and file the Report of Newly Elected Officers with the State of Wisconsin Department of Financial Institutions and shall place a copy of the same in the Detachment's record book.
- f. Each Office shall be voted upon separately. A vote of fifty percent (50%) of the voting members

present plus (1) shall elect each Officer.

Section 510. Appointment of Detachment Staff Officers.

The Commandant-elect shall appoint members to Detachment staff positions subject to approval of the elected officers in attendance.

Section 515. Installation of New Officers.

Immediately following the elections and appointments, the new officers shall be sworn in to office. The Commandant-elect will be sworn in by a Past Detachment Commandant, the Department Commandant, an elected Department Officer, or a Past Department Commandant. The new Commandant will then swear in to office the remaining elected and appointed officers. The Adjutant will then prepare and submit the "Report of Installation" form as specified in the National Administrative Procedures.

ARTICLE VI

Meetings

Section 600. Regular meetings.

The regular meetings of the Detachment shall be held normally on the first Saturday of each month and the Marine Corps Birthday on November 10th unless otherwise ordered by the membership.

Section 605. Annual Meeting:

The Annual Meeting shall be held in March prior to the Charter Date of March 31st and shall be for the purpose of electing Officers, receiving reports of Officers and Committees, and for any other business that may arise.

Section 610. Special meetings.

Special meetings may be called by the Commandant or the Board of Trustees and shall be called upon the written request of ten (10) regular members of the Detachment.

Section 615. Quorum.

Eight members including two (2) Elected Officers shall constitute a quorum for all official meetings.

Section 620. Voting.

All voting, legislative and policy making power of the Detachment is vested solely in the Regular Membership.

a. Except as otherwise provide in these Bylaws, **a fifty (50%) plus one (1) vote by the members present and voting** shall carry any motion and decide any issues.

b. A roll call vote may be required and recorded in the minutes upon the request of any member except as otherwise provided for in these Bylaws.

c. A quorum shall be **eight (8) Voting Members including two (2) Elected Officers** continuously present at any meeting until there shall be in excess of 99 voting members in the Detachment when it shall be fifteen (15%) with two Elected Officers continuously present.

Section 625. Meetings.

The Detachment shall hold its annual meeting in March of each year. Regular meetings of the membership will be held as specified by the Commandant. Dates and times of all meetings will be sent by e-mail and published on the Detachment web site. The Detachment Charter or a copy, the National Colors, and a Bible shall be displayed at all business meetings.

Section 630. Parliamentary Authority.

The Detachment shall use the current edition of *Roberts Rule of Order Newly Revised* which shall

govern in all cases to which they are applicable and in which they are not in conflict with the National Bylaws and Administrative Procedures, Department Bylaws, and any special rules of order National may adopt. In the event of a conflict, the ruling authority is the National Bylaws, then the National Administrative Procedures, then *Roberts Rule of Order Newly Revised*.

ARTICLE VII

Committees

Section 700. Executive Committee:

- a. The elected Officers and the Junior Past Commandant shall constitute the members of the Executive Committee.
- b. The Commandant shall be the Chairman of all committee meetings except as provided in these Bylaws.
- c. The Executive Committee may conduct the affairs of the Detachment between meetings of the membership and shall report any such actions taken to the membership at the next regular membership meeting.

Section 705. Audit Committee.

The Audit Committee shall be comprised of three (3) members: the Judge Advocate as Chairman and two (2) regular members appointed by the Commandant. The duty of the committee shall be to audit the Paymaster's account and all other detachment accounts at the close of the fiscal year and shall report the results of the audit at the Annual Meeting.

Section 710. Standing Committees:

There may be additional Standing Committees as the membership shall prescribe from time to time for the good of the Detachment.

Section 715. Ad Hoc Committees:

The Commandant may appoint *Ad Hoc* Committees to perform such duties and undertake such tasks as may be needed for the good of the Detachment. The term of said Committees shall expire concurrently with the term of the appointing Commandant unless otherwise directed by the membership.

Section 720. Commandant as an *ex-officio* member:

The Commandant shall be a member *ex-officio* of all committees with the exceptions of the Audit Committee and the Nominations Committee.

ARTICLE VIII.

Fiscal

Section 800. Conduct of Fiscal Affairs.

The affairs of this Detachmen shall be conducted in full compliance with the rules and regulations of the Internal Revenue Service governing non-profit organizations exempt from tax and in accord with the generally accepted accounting principles for non-profit organizations, the Bylaws of the Marine Corps League, the rules and regulations of the State of Wisconsin, and these Bylaws.

Section 805. Contracting Authority.

No Detachment officer, committee chairperson, or other member of the Detachment shall enter into or sign any contract or agreement for the purpose of binding the Detachment without first submitting such contract or agreement to the Detachment Board of Trustees for approval, amendments, or rejections.

ARTICLE IX.

Amendments of these Bylaws

Section 900. Amendments

These Bylaws may be amended from time to time at any regular meeting of the membership at which a quorum exists by a **two-thirds vote of the members present** provided that the proposed amendment or amendments have been published in writing to the membership at least sixty (60) days prior to the meeting at which they are to be considered. Publication will be satisfied by posting on the Detachment web site, e-mail, US Mail, express delivery service, courier service or personal delivery.

ARTICLE X.

Recognition Under Section 501 (c) (4) of the Internal Revenue Code

Section 1000. IRS Recognition.

The Detachment is recognized under Section 501 (c) (4) of the Internal Revenue Service as non-profit social welfare organizations. As a 501 (c) (4) organization is required to file IRS Form 990, or 990EZ, or 990N as appropriate.

Section 1005. Dissolution

Should Door Peninsula Detachment 1130 of the Marine Corps League be dissolved, all funds, property, and assets of the Detachment shall transferred to Marine Corps League National Organization or to the national government according to the provisions of the Internal Revenue Code.

ARTICLE XI.

Conflict of Interest Policy

Section 1100. Purpose:

The purpose of the conflict of interest policy is to protect this tax-exempt Detachment's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Detachment 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 non-profit organizations.

Section 1105 Definition

a. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Detachment has a transaction or arrangement.
2. A compensation arrangement with the Detachment or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Detachment is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial.

Note: A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 1110. Procedures.

a. 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 officers and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. 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 governing board 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.

c. Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the governing board or committee 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.
2. The Chairperson of the Governing Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Detachment 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Detachment'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.

Section 1115. Violations of the conflict of interest policy.

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

Section 1120. Records of Proceedings.

- a. The minutes of the Governing Board and all Committees with Board delegated powers shall contain: 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 governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The minutes shall also include 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.