

RESOLUTION OF THE BOARD OF DIRECTORS OF THE ILLINOIS MATHEMATICS ASSOCIATION OF
COMMUNITY COLLEGES ADOPTING A CONFLICT OF INTEREST POLICY

WHEREAS, the officers and the directors of the board (the "Board") of the Illinois Mathematics Association of Community Colleges (IMACC), a nonprofit educational and professional mathematics association, have determined that it is in the best interest of IMACC to apply to the Internal Revenue Service for recognition as a tax-exempt charitable organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986; and

WHEREAS, the Internal Revenue Service has published a model conflict of interest policy to set forth the process by which a Charitable Organization should implement decisions regarding transactions and arrangements between the Charitable Organization and members of the Charitable Organization's board of directors and other individuals (the "IRS Policy"); and

WHEREAS, the Board is elected by the IMACC membership (the "Membership") to represent and serve the best interests of the Membership; and

WHEREAS, committee members with governing board delegated powers are appointed by the Board to represent and serve the best interests of the Membership; and

WHEREAS, the Board desires to ensure the Membership's confidence in the integrity of the officers, directors, and committee members of IMACC; and

WHEREAS, the Board desires to provide guidance to its officers, directors, and committee members regarding avoiding conflicts of interest; and

WHEREAS, to demonstrate the Board's commitment to engage only in activities and transactions for the primary benefit of, and that are in the best interests of, IMACC, the board desires to adopt the conflict of interest policy attached to this resolution (the "Conflict of Interest Policy"), which is hereby incorporated into this resolution by this reference. The Conflict of Interest Policy is consistent with the IRS Policy.

NOW THEREFORE, BE IT RESOLVED, AS FOLLOWS:

1. The Board finds the above recitals true and correct.
2. The Board hereby adopts the Conflict of Interest Policy.
3. This resolution shall become effective immediately upon its adoption.

I CERTIFY that at a regular meeting on October 6, 2012, the Board of Directors of the Illinois Mathematics Association of Community Colleges passed this resolution by the following vote:

AYES: Twelve (12)

BOARD MEMBERS: Omar Adawi, Kenneth Beynon, Robert Cappetta, Roberta Christie, Andy Geary, Steve Kifowit, Diane Martling, Tom Pulver, Kyra Rider, Chris Riola, Deanna Welsch, and Greg Wheaton

NOES: Zero (0)

BOARD MEMBERS:

ABSENT: Two (2)

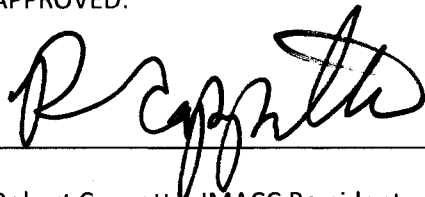
BOARD MEMBERS: Connie McLean and Tim Sullivan

IN WITNESS of this action, I sign this document on October 6, 2012.



Kyra Rider, IMACC Secretary

APPROVED:



Robert Cappetta, IMACC President