

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Composition of Board. The Board of Directors shall consist of the officers identified in Article VI, Section I, and persons elected by the membership as provided in Article VIII of these By-laws.

Section 2. Duties of the Board. The Board of Directors shall carry out the objectives and purposes of the **MNHCC** pursuant to its Charter and the By-laws and shall manage its operations and its property.

Section 3. Powers of the Board. The Board of Directors shall have power to make alter, amend, and enforce rules not inconsistent with these By-laws, regulating from time to time the affairs and conduct of the MNHCC and the conduct of its members: imposing and enforcing suitable penalties for violation of such rules; giving effect to all the rules of its committees and decide questions and matters not specifically provided for in these By-laws.

Section 4. Conflict of Interest. Each member of the Board or a Committee of the Board who may receive an economic benefit from a decision of the Board, either directly or indirectly as part of a business or professional firm, shall disclose his or her interest in the matter under consideration prior to consideration of the decision of the Board, and shall not be permitted to vote on the issue involving assets, leases, business transactions and professional services. There shall be no preferential treatment of Board members, personnel, or consultants in applying for and receiving the Corporation's services. Board and Committee members are prohibited from accepting honoraria from the Corporation.

Section 5. Nepotism. No two or more members of family or kin of the first- or second-degree consanguinity shall be employed or under contract by the Corporation or serve as a Director unless specifically permitted, in writing, by the Board.