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**Subject: Conflict of Interest and Proposed Bylaws Amendment**

Dear MIAQC Member:

The Maine Indoor Air Quality Council has provided valuable educational and technical resources to professionals and the public for over 10 years. The Board of Directors has been aware of the excellent reputation the Council enjoys among its stakeholders. To insure this continues, we have been mindful of the conflicts of interest that can occur when a group of professionals form an organization to accomplish common goals.

With that in mind the Board of Directors this past year worked with legal counsel to draft and adopt a very complete conflict of interest policy statement. This policy is available for your review. In addition to providing a mechanism to discuss and address the potential for conflict, Board members now disclose their potential for conflict in written disclosure statements.

When the Council was first established, perceived conflict was addressed through a prohibition in the bylaws for payment of any kind to Board directors. Unfortunately this provision prevents the Council from employing board members in their professional capacity, as well as prevents the Council from being able to benefit from the leadership ability of individuals who traditionally provide services to the MIAQC. In light of the adoption of the Conflict of Interest Policy, the Board no longer feels the prohibition for professional services from Board members is necessary.

The proposed bylaws amendment, shown on the reverse side of this letter, will allow the Council to employ directors in their professional capacity for projects the council may undertake. It does not allow for compensation of board members for their services as board members.

I hope this clarifies the need for the by-law change and I look forward to your participation at the annual meeting where we will vote on the change.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ivan G. Most'.

Ivan G Most, Sc.D., P.E.  
President MIAQC

## Bylaws Amendment for Approval by MIAQC Membership on June 25, 2010

Changes to:

Article IV, Section 2.      **Board of Directors**

2.      Each Board of Directors member shall receive no compensation for their services as a Board member of ~~to~~ the Maine Indoor Air Quality Council.

2.A. Board members may be compensated for non-Board-related services to the Council. The terms of individual contractual agreements for non-board services provided by Board members shall be reviewed by the full Board prior to execution of the contract, and shall otherwise be in accordance with the Council's Conflict of Interest Policy.