

**The Northeastern Regional Association of Coastal Ocean Observing Systems (NERACOOS)**  
**Board Resolution 2017-1**  
**Adopted by the Board of Directors August 23, 2017**

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**By-Laws Amendment III – two parts amended**

- 1.) The Board of Directors amends Article IV, section 23, part f of the NERACOOS By-Laws to replace the existing text with the following:**

EXISTING (to be deleted and replaced)

f. Prior to the release of the first request for proposals, the Board shall adopt and make public a conflict of interest policy and make public procedures and criteria for proposal review that are based on merit and include independent and anonymous peer review. These procedures shall be followed for all RFPs released by NERACOOS.

PROPOSED

f. The corporation has a defined Request for Proposals process that includes procedures for dissemination, collection, review and selection. This process shall also ensure compliance with NERACOOS conflict of interest policies by all parties involved.

- 2.) The Board of Directors amends Article IX, section 4 of the NERACOOS By-Laws to replace the existing text with the following:**

EXISTING (to be deleted and replaced)

Section 4. Conflict of Interest. The Board shall adopt and make public a conflict of interest policy by resolution. The policy shall address both actual and perceived conflicts of interest throughout the organization. The policy shall include, but not necessarily be limited, to a requirement for the Board of Directors, officers, employees, and committee and team members to at least annually disclose any situation involving actual or potential conflicts of interest; and a prohibition against any individual or institution submitting a proposal to NERACOOS also being involved in the review or decision-making regarding the proposal or other proposals associated with the same request for proposals.

PROPOSED

Section 4. Conflict of Interest. Directors, officers and employees of NERACOOS have an obligation to carry out their responsibilities within guidelines that minimize and make transparent actual or potential conflicts of interest. The Board of Directors adopted a conflict of interest policy that establishes an ethical framework of transparency within which the Corporation wishes to conduct its affairs. The purpose of this conflict of interest policy is to provide specific direction so that directors, officers and employees will be aware of and comply with their obligations. Directors, officers and employees shall comply with the adopted conflict of interest policy.

*(These amendments reference the existing, approved Conflict of Interest Policy; and meet the requirements of IOOS Certification)*

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Anthony Kirincich, Secretary

Date