

**BY-LAWS  
OF  
ONWARD TOGETHER**

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**ARTICLE 1. OFFICES**

The principal office of Onward Together (the "Corporation") shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Corporation may have such other offices as the Board may designate or as the business of the Corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 Membership**

The Corporation shall have members. Membership shall be open to organizations and individuals that have affirmed membership in the Corporation in the previous twelve (12) months, subject to a reasonable grace period to be determined by the Corporation. Membership may also be open to organizations and individuals that have met any other criteria set by the Board. The Corporation, by action of the Board or an authorized representative, may refuse membership to any organization or individual for any or no reason.

**2.2 Annual Meeting**

There shall be an annual meeting of the membership. The annual meeting does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

**2.3 Special Meeting**

Special meetings of the membership may be called by the President, or by action of the Board, or upon written request of twenty-five percent of the total number of voting members of the Corporation. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members.

**2.4 Notice of Meetings**

### **2.4.1 Generally**

Written or printed notice stating the place, day, and hour of any meeting of members of the Corporation shall be delivered personally, by mail, facsimile, or modes of electronic communication no fewer than 10 nor more than 60 days before the date of the meeting. For special meetings, the purpose of the special meeting must be described.

### **2.4.2 Physical Writing**

Notices in writing may be delivered or mailed to the member at the member's address shown on the records of the Corporation. The notice shall be deemed effective on the earliest of: when received; when left at the recipient's residence or usual place of business; after being deposited in the United States mail or with a commercial delivery service, if the postage or delivery charge is paid and the notice is correctly addressed; or when the return receipt shows delivery.

### **2.4.3 Oral Communication**

Notice may be by oral communication, including person-to-person live communication or a voice message left at the phone number provided by the member.

### **2.4.4 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those members who have designated the address, location or system to which notices may be electronically transmitted and who have not revoked consent to receive electronically transmitted notices. A member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation. Furthermore, the consent is automatically revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

### **2.4.5 Posting Electronic Notice**

Notice may be provided to members who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such members a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient.

#### **2.4.6 Waiver of Notice**

A member may waive any notice before or after the date and time stated in the notice or of the meeting or action. The attendance of a member at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting at the meeting; and consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects at the meeting to considering the matter.

#### **2.5 Quorum of Membership**

Ten percent of the votes entitled to be cast on a matter shall constitute a quorum for purposes of an annual, regular or special meeting of members, or for purposes of action by ballot.

#### **2.6 Action without Meeting**

Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the action is taken by all the members entitled to vote on the action. Consent shall not be effective to take the action unless, within sixty days after the earliest date appearing on a consent delivered to the Corporation, consents signed by members entitled to cast the required number of votes on the action are received by the Corporation.

#### **2.7 Action by Ballot**

Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter. All solicitations for votes by ballot shall: indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the Corporation in order to be counted.

## **ARTICLE 3. DIRECTORS**

### **3.1 General Powers**

The affairs of the Corporation shall be managed by a Board of Directors.

### **3.2 Number, Election and Tenure**

The Board shall consist of not less than three Directors. Initial Directors shall be elected by the incorporator(s). Successor Directors shall be elected by the Board, except for one director who will be selected by the membership. A Director shall hold office for a term of one year. Despite the expiration of a Director's term, a Director shall continue to serve until the Director's successor is elected, appointed, or designated and until the Director's successor takes office.

### **3.3 Regular Meetings**

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

### **3.4 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or a majority of the Board. The person or persons authorized to call special meetings may fix any place as the place for holding any special Board or committee meeting called by them. Notice of a special meeting shall be delivered to the Directors not less than two days before the meeting according to the provisions of Section 3.7 of these By-Laws.

### **3.5 Meetings by Telephone or Internet**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone, Internet videoconferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.6 Place of Meetings**

All meetings shall be held at the principal office of the Corporation or at such other place designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.7 Notice of Special Meetings**

#### **3.7.1 In Writing**

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation. If notice is delivered via regular mail, the notice shall be deemed effective five days after being deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

#### **3.7.2 Personal Communication**

Notice may be by personal communication with the Director.

#### **3.7.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record. Furthermore, the consent is automatically revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

#### **3.7.4 Posting Electronic Notice**

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.7.4.

## **3.8 Waiver of Notice**

### **3.8.1 Record**

Whenever any notice is required to be given to any Director under the provisions of these By-Laws, the Articles of Incorporation or applicable law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

### **3.8.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **3.9 Quorum**

A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## **3.10 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these By-Laws, the Articles of Incorporation or applicable law.

## **3.11 Presumption of Assent**

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as chair of the meeting before the adjournment thereof, or forwards such dissent or abstention to the President of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **3.12 Action by Board without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### **3.13 Resignation**

Any Director may resign at any time by delivering written notice to the President, the Treasurer, or the Board; or by giving oral notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.14 Removal**

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors then serving.

### **3.15 Vacancies**

Any vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall serve the remainder of the term of his or her predecessor in office. Despite the expiration of a Director's term, a Director shall continue to serve until the Director's successor is elected, appointed, or designated and until the Director's successor takes office.

### **3.16 Compensation**

The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for reasonable expenditures incurred on behalf of the Corporation.



## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the Corporation shall be a President and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers, including a Secretary, may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

### **4.2 Election and Term of Office**

The officers of the Corporation shall be elected each year by the Board. Unless he or she dies, resigns, or is removed, each officer shall hold office until his or her successor is elected.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the Treasurer or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **4.6 President**

The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these By-Laws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. The Secretary shall be responsible for supervising the preparation of the minutes of meetings of the Board and the maintenance and authentication of the records of the Corporation.

#### **4.7 Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these By-Laws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### **4.8 Secretary**

If one is elected, the Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address of each Director and officer; (e) sign with the Chairman, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### **4.9 Compensation**

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority.

No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the Corporation.

## **ARTICLE 5. INTERESTS OF DIRECTORS AND OFFICERS**

### **5.1 Compensation**

Directors who receive any compensation for services in any capacity, directly or indirectly, from the Corporation may not vote on matters pertaining to that Director's compensation.

### **5.2 Conflict of Interest**

Directors and officers shall disclose to the Board any financial interest that the Director or officer directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

### **5.3 Review of Certain Transactions**

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

## **ARTICLE 6. EXECUTIVE DIRECTOR**

The Corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. The Executive Director shall manage the affairs of the Corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. The Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge.

## **ARTICLE 7. INDEMNIFICATION**

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation against expenses and amounts paid in

settlement actually and necessarily incurred by him or her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person that the Corporation has the power to indemnify under the law. The indemnification provided by this Article 7 shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

## **ARTICLE 8. STANDING BOARD COMMITTEES**

### **8.1 Creation of Committee**

The Board, by majority vote, may designate and appoint one or more standing committees, each of which shall consist of not less than two Directors, to assist in preparing and implementing organization policies and programs. Committee members shall serve at the pleasure of the Board for one year or until they are reelected, or their successors are elected. The majority of members of a standing committee must be Directors. Committee members may be removed at any time, with or without cause, by the Board. Chairs of committees shall be appointed by the Board.

### **8.2 Meetings**

A committee shall meet, from time to time, when any such meeting is called by the chair of the committee, or by a majority of the members of the committee. It shall keep regular minutes of its meetings and deliver such minutes to the Board.

### **8.3 Quorum**

A majority of the members of the committee shall constitute a quorum for the transaction of business at a meeting of the committee.

### **8.4 Manner of Acting.**

The act of a majority of the members present at a meeting of the committee which a quorum is present shall be the act of the committee.

### **8.5 Action by the Committee without Meeting.**

Any action which could be taken at a meeting of the committee may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the members. Any such written consent shall be inserted in the minute book as if it were the minutes of a committee meeting.

## **ARTICLE 9. ADVISORY COMMITTEES**

The Board may create advisory committees to serve to advise the Board, officers and employees of the Corporation in any and all matters. Members of an advisory committee shall be appointed by the Board. Advisory committees may prescribe rules and regulations for the call and conduct of meetings and all other matters relating to its procedures and responsibilities. Advisory committees may elect a chair from among their membership. They shall keep regular minutes of their meetings and deliver such minutes to the Board.

## **ARTICLE 10. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **10.1 Loans**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **10.2 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

### **10.3 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

### **10.4 Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

### **10.5 Books and Records**

The Corporation shall keep at its principal office copies of its current Articles of Incorporation and By-Laws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by

committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

#### **10.6 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the Corporation shall be the twelve months ending December 31.

#### **10.7 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these By-Laws, the Articles of Incorporation or any resolution of the Board.

### **ARTICLE 11. AMENDMENTS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these By-Laws, or by the written consent of each of the Directors.

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**ONWARD TOGETHER**

**CONFLICTS OF INTEREST POLICY**

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**A. Purpose**

The purpose of the Conflicts of Interest policy (the "policy") is to protect the interest of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation 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 nonprofit organizations.

**B. Definitions**

**1. 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.

**2. Financial Interest**

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

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual

with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under procedures outlined below, 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.

### **C. Procedures**

#### **1. 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 Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. 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.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. 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.
- b. 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.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation 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.

- d. 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 Corporation'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.

#### **D. Violations of the Policy**

1. If the governing board or committee has reasonable cause to believe a Director, principal officer or member has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
2. If, after hearing the Director's, principal officer's or member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines such person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **E. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. 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 board's or committee's decision as to whether a conflict of interest in fact existed.
2. 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.

#### **F. Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **G. Annual Statements**

Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **H. Periodic Reviews**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **I. Use of Outside Experts**

When conducting the periodic reviews as provided for in this policy, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.