



# 1 Bylaws of the NG9-1-1 Interoperability 2 Oversight Commission

3 *Approved by the NG9-1-1 Interoperability Oversight Commission April 15, 2020*  
4 *and Adopted by the NENA Board of Directors May 21, 2020*

## 5 Article 1: Name

- 6 A. The name of this commission is the NG9-1-1 Interoperability Oversight Commission  
7 ("Commission") established by the National Emergency Number Association ("NENA," or  
8 "Association"), a 501(c)(3) non-stock corporation chartered in the state of Wisconsin, by its  
9 Board of Directors ("Board").

## 10 Article 2: Background

- 11 A. The NENA i3 family of standards for NG9-1-1 ("i3 Family") require that certain services  
12 ("Interoperability Services") be established in order to provide baseline interoperability for  
13 NG9-1-1 systems in the United States, Canada, and beyond.  
14 B. These services include the establishment of a root of trust for NG9-1-1 and a Forest Guide,  
15 as specified in the i3 Family, as well as the establishment of a conformance test program.

## 16 Section 1: Root of Trust

- 17 A. Best convention in modern web services and telecommunications demands secure  
18 communications over Transport Layer Security (TLS). TLS requires the sharing of security  
19 certificates issued by a shared root of trust. Over the general internet, several reputable  
20 Certificate Authorities (CAs) operate as shared roots of trust within the general public  
21 trust framework.  
22 B. Critical Infrastructure (CI) industries and other fields with special security requirements,  
23 such as public safety and military, will routinely establish a shared Public Key  
24 Infrastructure (PKI) independent of the general trust framework for the internet, with a  
25 shared root of trust specific to that industry. The rationale for these industry-specific  
26 PKIs is to establish trust within a specific industry and for special purposes. NG9-1-1 is  
27 one such field.  
28 C. The i3 Family requires shared root of trust specific to NG9-1-1. This is the PSAP  
29 Credentialing Agency (PCA). The PCA enables an entity and its functional elements to  
30 initiate communications with another entity and its functional elements using a  
31 certificate that identifies it as a verified 9-1-1 entity when establishing a connection. The  
32 PCA allows for and promotes interoperability by enabling a querier to establish a secure  
33 connection with any other entity in the NG9-1-1 ecosystem using its credentials that  
34 mark it as a known and validated 9-1-1 entity. This secure connection can also be

- 35 established with special privileges provided only to 9-1-1 entities because it shares the  
36 root of trust for NG9-1-1. It is safe for an entity to provide these special privileges to even  
37 a completely unknown entity if both share the same root of trust exclusive to NG9-1-1,  
38 because only legitimate 9-1-1 entities will have a certificate with credentials traceable to  
39 the PCA.
- 40 D. The i3 Family requires that the PCA be established and that credentials throughout the  
41 NG9-1-1 ecosystem are traceable to the PCA. Without PCA deployment, no NG9-1-1  
42 deployment can be fully conformant with standards.
- 43 E. Without a shared root of trust, NG9-1-1 cannot achieve universal, interoperable, secure  
44 communications, as it is not feasible for every jurisdiction to independently establish  
45 trust with every other jurisdiction.
- 46 F. Infrastructure owners must leverage PKI according to best practices and possess root  
47 certificates that are managed at a much higher level of security than most certificate-  
48 owning entities; accordingly, every NG9-1-1 deployment will have to contend with highly  
49 secure certificates. For interoperability purposes, the i3 Family specifies that all  
50 certificates for NG9-1-1 be traceable to the same entity.
- 51 G. The PCA shall be operated as a world-class root CA, and will require funds to sustain its  
52 operation, which will be assessed on entities that establish a position on the chain of  
53 trust for NG9-1-1. This is normal practice in cybersecurity; any web service operator pays  
54 a fee to purchase a security certificate from a root CA provider or a fee to operate an  
55 intermediate CA that has trust established by a reputable root CA or other intermediate  
56 CA closer to the root CA in the chain of trust.
- 57 H. Accordingly, the PCA does not necessarily impose a new cost category on NG9-1-1  
58 providers, because providers would otherwise incur cost in acquiring or generating  
59 certificates. However, i3 does require that their security certificate is traceable to the  
60 PCA.
- 61 I. The PCA must be administered by a neutral party. NENA, under oversight by the  
62 Commission, is hereby acknowledged as this neutral party for the PCA for the United  
63 States, and potentially beyond.

## 64 Section 2: The Forest Guide

- 65 A. In NG9-1-1, emergency call routing is managed by rules and in normal cases determined  
66 by the location of the caller. This is called Location-to-Service Translation (LoST). A LoST  
67 server performs this location-based routing function.
- 68 B. The Forest Guide is a LoST server that contains routing information for NG9-1-1 systems.  
69 The i3 Family requires the existence of a top-level LoST server, which is described in the  
70 i3 Standard for Next Generation 9-1-1 as the United States Forest Guide (“Forest Guide”).  
71 The United States Forest Guide will contain routing information for every NG9-1-1  
72 system in the U.S., as well as routing information for other Forest Guides, such as a

- 73 Canadian or other non-U.S. entity Forest Guide(s). The Forest Guide is an  
74 implementation of IETF RFC 5582.
- 75 C. The Forest Guide does not contain routing information for individual answering points;  
76 however, it will provide information for queries to find the correct LoST server that finds  
77 the answering point that serves that location.
- 78 D. The Forest Guide is queried recursively. In NG9-1-1, this occurs when a query to the  
79 Emergency Call Routing Function (ECRF)/Location Validation Function (LVF) lacks service  
80 information for a given location. The ECRF/LVF will then query the Forest Guide to  
81 determine whether it can identify the appropriate ECRF/LVF for routing at that location.
- 82 E. In most cases, neighboring jurisdictions should provision routing information for each  
83 other, and queries will not recur to the Forest Guide. The Forest Guide provides for  
84 interoperability in cases where such prior coordination has not occurred; for example,  
85 jurisdictions geographically far apart or in neighboring countries.
- 86 F. In limited cases, the Forest Guide may also be consulted for service discovery; for  
87 example, initial provisioning of an originating service provider external ECRF, so that it  
88 may populate and sync the routing data an NG9-1-1 system will use to route a call.
- 89 G. In general, the Forest Guide will not be consulted as the initial target for a LoST query;  
90 queries should arrive at the Forest Guide through recursion. The Forest Guide is to be  
91 used for interoperability; it is not intended to be the initial routing element for live  
92 emergency calls.
- 93 H. There should be one Forest Guide for each larger coverage region, such as a federation  
94 of states or subcontinent.
- 95 I. Each Forest Guide must be administered by a neutral party. NENA, under oversight by  
96 the Commission, is hereby acknowledged as this neutral party for the Forest Guide for  
97 the United States, and potentially beyond.

### 98 Section 3: Establishment of the Commission

- 99 A. NENA, at the direction of its standards development community, including the NENA  
100 Development Steering Council (DSC), 9-1-1 Core Services Committee, and the Board, has  
101 or will execute an open and competitive Requests for Proposal (RFP) to establish the  
102 Interoperability Services.
- 103 B. NENA and its selected vendor have developed (or will develop) a set of policies for the  
104 Services, which will be presented to the Commission for consideration.
- 105 C. The Services shall be operated without profit motive for NENA.
- 106 D. Because the Services are part of the critical infrastructure chain for NG9-1-1, and  
107 because operating the Services requires investment by NENA and its stakeholders, the  
108 Services require independent oversight by affected stakeholders. This oversight is the  
109 responsibility of the Commission.
- 110 E. The i3 Family may require that additional functional elements be established by a  
111 neutral third party and governed in a similar manner. It is assumed that the Commission

112 shall oversee implementation and governance of these elements as they are introduced.  
113 These bylaws will be updated according to such increased scope over time.

## 114 Article 3: Purpose

- 115 A. The Commission shall oversee:
- 116 a. Technical interoperability services, to include but not be limited to the PCA and
  - 117 Forest Guide
  - 118 b. NENA’s administration of Services contracts, including direct management of the
  - 119 vendor(s) and related accounting and expense management
  - 120 c. Financially sustainable operation of the Services, including reasonable fee schedules
  - 121 d. The Services’ not-for-profit mandate
  - 122 e. Licensing of one or more certification marks related to conformance with the i3
  - 123 Family and/or integration with interoperability services overseen by the Commission
  - 124 f. Development of tools for Conformance testing and establishment of an NG9-1-1
  - 125 Conformance Test program
  - 126 g. Initial passage, maintenance, and update of policies such as the PCA Certificate
  - 127 Policy (CP) and, when necessary, enforcement of those policies, and
  - 128 h. Administration of the Services performed by staff employed by NENA (“The Office”).
- 129 B. The Commission shall deliver or delegate the delivery of regular reports of deployment and  
130 management of the Services to the Board and/or NENA Membership.

## 131 Article 4: Commission Membership

### 132 Section 1: Members

#### 133 Subsection 1: Membership

134 The Commission’s membership shall be representative of 9-1-1’s needs and  
135 interests, including stakeholder entities that are involved with the PKI for NG9-1-1.  
136 These members shall include the following, their successor, or their delegate:

- 137 A. The NENA chief executive officer (“CEO”) (non-voting)
- 138 B. The president of the Board (“President”)
- 139 C. One member from the NENA Development Steering Council (“DSC member”)
- 140 D. One member from the NENA 9-1-1 Core Services Committee (“CS member”)
- 141 E. One member representing a U.S. state, provincial, or national non-U.S. 9-1-1
- 142 authority with responsibility for operating an NG9-1-1 network (“State
- 143 Member”)
- 144 F. One member representing local or regional 9-1-1 authorities with
- 145 responsibility for operating an NG9-1-1 network within a region smaller than
- 146 a US state or province, such as a county, metropolitan area or a council of
- 147 governments (“Local Member”)

- 148 G. One member representing commercial providers of NG9-1-1 core services
- 149 (“Core Services Member”)
- 150 H. One member representing commercial providers of NG9-1-1 end-user
- 151 products (“Product Member”)
- 152 I. One member representing organizations with a direct responsibility for
- 153 handling 9-1-1 emergency calls (“PSAP Member”)
- 154 J. One member representing elected officials who does not represent a public
- 155 safety agency, with oversight of 9-1-1 services (“Elected Member”)
- 156 K. One member representing public safety associations not otherwise
- 157 represented (“Association Member”)
- 158 L. One member representing the United States National 911 Program (“Federal
- 159 Member”) (non-voting)
- 160 M. One member representing the United States Federal Communications
- 161 Commission (“FCC Member”) (non-voting)
- 162 N. One member representing the Canadian Radio-television and
- 163 Telecommunications Commission (“CRTC Member”) (non-voting)

164 **Subsection 2: Restrictions**

- 165 A. No individual organization, government entity, company or equivalent may
- 166 have more than one Commissioner serving on the Commission at the same
- 167 time, unless that organization is a trade association.

168 **Section 2: Nomination and Selection**

169 **Subsection 1: Call for Applications**

- 170 A. The Board shall direct the NENA Office to issue a call for nominations for any
- 171 open seats on the Commission no later than the last day of January on each
- 172 calendar year for any open positions on the Commission. The NENA Office shall
- 173 endeavor to seek nominations from bodies that can meaningfully represent an
- 174 interest area or body of members, such as professional associations, rather than
- 175 from individuals.
- 176 B. Nominations will be accepted through the last day of February.
- 177 C. The NENA Office shall review each nomination application for completion and
- 178 provide an overview of each nomination to the Board.

179 **Subsection 2: Selection**

- 180 A. The Board shall review nominations and convene a vote to appoint Commission
- 181 members during the month of March each year.

- 182 B. In order to be appointed, Commission members must be affirmed by a two-  
183 thirds (2/3) vote of all Board members serving during the nomination deadline.  
184 C. In the case of competing nominations (e.g., more than two State Members are  
185 nominated simultaneously), the Board shall select their preferred representative  
186 from those nominated through a two-thirds (2/3) vote of the whole voting body  
187 the Board.  
188 D. In considering nominees, the Board shall endeavor to ensure that nominees  
189 represent the whole of NENA's membership and stakeholder base, including, for  
190 example, members from both urban and rural communities and applicable  
191 communities outside of the United States where jurisdictions elect to utilize the  
192 PCA overseen by the Commission.

### 193 Section 3: Tenure and Succession

#### 194 Subsection 1: Tenure

- 195 A. Each commissioner shall serve in two-year terms, with the exception of the  
196 current NENA CEO or their delegate, who has a permanent seat.  
197 B. Commissioners may serve unlimited consecutive terms, at the discretion of the  
198 Board.  
199 C. For the first term only, the following positions are established for a three-year  
200 term as designated by the Board:  
201 i. The DSC Member  
202 ii. The State Member  
203 iii. The Local Member  
204 iv. The Core Services Member, and  
205 v. The Elected Member.  
206 D. The term of office for each Commissioner shall not expire until their successors  
207 are duly appointed and qualified.

#### 208 Subsection 2: Departure from the Commission

##### 209 *Item 1: Resignation and Removal*

- 210 A. A commissioner may resign at any time.  
211 B. If a Commissioner becomes unable to discharge the duties attendant upon  
212 their position, they shall notify the Board of such inability within fourteen (14)  
213 days.  
214 C. A commissioner may be removed at any time upon a 2/3 vote of  
215 Commission's standing members (not including the commissioner proposed  
216 for removal), or upon a 2/3 vote by the Board.

- 217 D. If a Commissioner no longer meets the eligibility requirements or  
218 qualifications for the position to which they were elected or appointed, they  
219 shall promptly resign.  
220 E. An individual whose affiliation changes so that they may no longer represent  
221 the interest group for which they were appointed to represent (e.g., a State  
222 Member who accepts employment in the private sector or an elected  
223 official's term in office ends) must resign from the Commission immediately.

224 *Item 2: Clause Filling A Commission Vacancy*

- 225 F. When a vacancy occurs among the Commission, the Board may appoint  
226 another eligible and qualified member to serve out the remainder of the term.  
227 G. Commissioners appointed to fill a seat vacated more than one year before  
228 the end of that seat's term shall complete the term and afterward be subject  
229 to the regular nomination and appointment requirements of the seat.  
230 H. When a vacancy occurs among the Commission due to death, disability,  
231 resignation, or removal the Board shall appoint an otherwise eligible and  
232 qualified member to serve the remainder of that Commissioner's term,  
233 provided, however, that the Commission may leave vacant a Commissioner's  
234 seat when no more than 6 months remains in the current term for the vacant  
235 seat.

236 **Article 5: Powers**

- 237 A. The Commission may set policies and procedures for certain services required for NG9-1-1  
238 interoperability, including, but not limited to:  
239 i. approval of a vendor contract to provide services for the PCA  
240 ii. execution of a Certificate Policy (CP) governing terms of utilization and management  
241 of the PCA, including architecture, minimum service level agreement (SLA), certificate  
242 issuance, expiration and revocation  
243 iii. approval of a fee schedule for credential issuance from the PCA  
244 iv. approval of a vendor contract to provide services for the Forest Guide  
245 v. approval of Forest Guide Policy (FGP) governing the terms of utilization and  
246 management of the Forest Guide, including architecture, management and  
247 provisioning of geospatial data and routing policies; and  
248 vi. approval of a fee schedule for the Forest Guide, if required.  
249 B. The Commission may resolve conflicts or appeals under documented policies for the  
250 Services.  
251 C. The Commission may review and approve the finances of Commissioned-sanctioned  
252 activities, such as and including the Services.  
253 D. The Commission shall conduct an audit, review its results, and issue an audited financial  
254 statement to the Board at least once each two calendar years.



- 255 E. The Commission may periodically review the interim financial reports prepared by the NENA  
256 Office to ensure adequate management of financial performance.

## 257 Article 6: Meetings

- 258 A. The Commission shall meet at least once per calendar quarter. An organizational meeting  
259 shall be held during the month of April each year.
- 260 B. The Commission may meet by telephone conference call or other electronic means,  
261 provided that all members may hear and speak to one another at the same time.
- 262 C. Special meetings of the Commission may be called by the Chair or by any six (6) members of  
263 the Commission.
- 264 D. Notice shall be sent to all Commissioners at least fourteen (14) days in advance of a regular  
265 meeting, and at least twenty-four (24) hours in advance of a special meeting.
- 266 E. Notice of regular or special meetings may be sent by electronic mail or other methods  
267 approved by the Commission, and may be waived by a vote of a majority of the whole  
268 number of voting parties in the Commission, provided, however, that any action taken at a  
269 meeting subject to a notice waiver must be re-considered by the Commission at the next  
270 subsequent meeting for which notice is not waived upon the request of any member of the  
271 Commission.
- 272 F. A majority of the number of Commissioners in office at the time of a meeting shall constitute  
273 a quorum for the conduct of business.
- 274 G. In general, the Commission may act by consensus. If consensus cannot be achieved, the  
275 Commission shall act by plurality vote, unless these Bylaws require a simple or larger  
276 majority for a particular action.
- 277 H. Each authorized Commissioner may participate in meetings, make motions, offer new  
278 business, speak in debate, and cast one vote.
- 279 I. Non-voting members shall participate in meetings, may make motions, offer new business,  
280 and speak in debate, but shall neither vote nor be counted as a Commissioner for purposes  
281 of calculating a quorum or required majority.
- 282 J. The CEO shall keep, or cause to be kept by a designee, minutes of the Commission's  
283 discussions and actions. The minutes of each meeting shall promptly be posted to the  
284 Commission's website, once approved, as corrected, at a subsequent meeting.
- 285 K. The CEO may be excused from part of a meeting by a majority vote of the whole number of  
286 the Commission.
- 287 L. When necessary or prudent to protect the interests of the Commission, the Commission  
288 may hold confidential discussions among its members and invited guests in an executive  
289 session. No action shall be taken, however, until the Commission has returned to open  
290 session. The minutes of the meeting during which an executive session is held shall note the  
291 occurrence, and a general statement of the subjects discussed.





292 Article 7: Officers

293 Section 1. Chair

- 294 A. Upon recommendation of the Commission and annually thereafter, the Commission  
295 shall designate one of their number to convene and chair the Commission, subject to  
296 approval by the Board.
- 297 B. This individual shall be chosen from among the voting members of the Commission in  
298 good standing.
- 299 C. This individual shall not, however be the President or the President's delegate to the  
300 Commission.
- 301 D. In the event that the Chair's seat is made vacant, the Commission shall meet promptly  
302 and designate a new chair. who shall take office upon approval by the Board.
- 303 E. The Commission shall not meet during such time that the Chair's seat is vacant.

304 Section 2. Vice Chair

- 305 A. The Commission shall designate one of their number to serve as Vice Chair of the  
306 Commission.
- 307 B. This individual shall be chosen from among the voting members of the Commission in  
308 good standing.
- 309 C. During the temporary absence of the Chair, the Vice Chair shall assume the roles,  
310 responsibilities, and duties of the Commission Chair.
- 311 D. In the event the Office of Chair is vacated, the Vice Chair shall forthwith convene a  
312 meeting of the Commission to select a new Chair.

313 Section 3. Treasurer

- 314 A. The Commission shall choose one from their number to serve as Treasurer.
- 315 B. This individual shall be chosen from among the voting members of the Commission in  
316 good standing.
- 317 C. The Treasurer shall provide oversight of the financial activities of the Office performed  
318 on behalf of the Commission as described in Article 12 of these Bylaws. These activities  
319 shall include, but not be limited to:
- 320 a. Collection of fees and administration of expenditures,  
321 b. Administration of all contracts on behalf of the Commission,  
322 c. An accounting of the Commission's revenues and expenditures separate and  
323 distinct from the general fund of the Association, and  
324 d. Other duties responsibilities as specified in the Commission's policies and  
325 procedures,

- 326 D. In the event any abnormal and/or unexpected financial activity is detected, it shall  
327 immediately be reported to the Chair and Vice Chair.

#### 328 Section 4. Secretary

- 329 A. The Commission shall choose one from their number to serve as Secretary.  
330 B. This individual shall be chosen from among the voting members of the Commission in  
331 good standing.  
332 C. The Secretary shall provide oversight of the administrative activities of the Office  
333 performed on behalf of the Commission to ensure:  
334 a. the production and distribution of accurate minutes of all meetings of the  
335 Commission,  
336 b. the proper publication and distribution of official correspondence and other  
337 documents on behalf of the Commission, and  
338 c. that all notices are duly given in accordance with these Bylaws or as required by  
339 law or by the policies of the Commission.

#### 340 Section 5. Election and Terms of Office

- 341 D. The Officers of the Commission shall be elected at a meeting of the Commission to be  
342 held during the month of April each year.  
343 E. Officers shall serve a term of one (1) year and may serve no more than two (2)  
344 consecutive one (1) year terms in any single office.  
345 F. The term of office for each officer shall not expire until their successors are duly elected  
346 and qualified.  
347 G. Officers shall be elected by a majority vote of the voting members of the Commission  
348 present and voting at a regular or special meeting of the Commission convened for that  
349 purpose.

### 350 Article 8: Administration

#### 351 Section 1: Office & Staff

- 352 A. The Office shall employ such staff as is necessary for conduct of the Commission's  
353 business, including but not limited to oversight of the contract services for the PCA.  
354 B. The Office shall provide a direct staff liaison for the Commission. Such individual may  
355 also be nominated as the CEO's delegate to the Commission.

#### 356 Section 2: Property

357 A. All property of the Commission shall be held in accordance with the bylaws of the  
358 Association.

## 359 Article 9: Dissolution

### 360 Section 1: Procedure

361 A. This Commission may be dissolved by a vote of four-fifths (4/5) of the whole number of  
362 the voting members of the Commission.

### 363 Section 2: Distribution of Assets

364 A. Should the Commission be dissolved, all assets attributable to the Commission shall be  
365 deposited into the NENA general fund.

## 366 Article 10: Parliamentary Procedure

367 A. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall  
368 govern this Commission in all cases in which they are consistent with these Bylaws and any  
369 special rules of order which the Commission or the Association may adopt.

## 370 Article 11: Amendment

### 371 Section 1: Proposal

372 These Bylaws may be amended provided each of the following conditions is met:

- 373 A. An amendment is proposed by any Commission member; and
- 374 B. The amendment is approved by two-thirds (2/3) of the whole number of voting  
375 members of the Commission, and
- 376 C. The amendment is approved by two-thirds (2/3) of the whole number of Officers and  
377 Directors of the Board.

### 378 Section 2: Review

379 When one or more authorized proponents submits a timely proposed amendment, the  
380 Commission shall:

- 381 A. Review the submission(s) and edit for composition and conformance with the  
382 structure and defined terms of these Bylaws
- 383 B. Consolidate similar amendments for joint presentation to the Commission, subject  
384 to the approval of the proponent(s) of each amendment consolidated
- 385 C. Submit final proposals for amendments to the membership at least one week prior  
386 to the next regularly scheduled meeting of the Board; and

- 387 D. Provide a written recommendation for action by the Board based on the  
388 Commission's review of the proposed change(s).

389 **Section 3: Adoption**

390 A duly proposed and reviewed amendment shall be incorporated into these Bylaws only if it  
391 receives the affirmative vote of two-thirds (2/3) of the whole voting body of the Board.

392 **Section 4: Effective Date**

- 393 A. All amendments to these bylaws shall become effective immediately upon adoption  
394 by the Board, unless a proviso is simultaneously adopted to change the effective  
395 date. Such provisos shall automatically be removed from these Bylaws upon their  
396 execution.  
397 B. Adopted amendments shall be incorporated into the official publication of these  
398 bylaws on the Association's website within thirty (30) days.

399 **Article 12: Finances**

- 400 A. The Office shall collect fees and administer expenditures on behalf of the Commission.  
401 B. The Office shall be reimbursed for reasonable management costs for executing the work of  
402 the Commission, including executive staff time, the administering of any and all contracts on  
403 behalf of the Commission and attendant travel costs or other expenses.  
404 C. Members of the Commission shall serve on a volunteer basis and shall not be offered a  
405 salary, reimbursed for time served as a member or receive any other consideration with  
406 respect to executing their duties as Commissioner.  
407 D. Members of the Commission shall be reimbursed for reasonable costs incurred on executing  
408 work of the Commission, including travel costs.  
409 E. The Office shall maintain an accounting of the Commission's revenues and expenditures  
410 separate and distinct from the general fund of the Association.  
411 F. The revenues and expenditures of the Commission shall be generally open and available to  
412 the public.

413 **Article 13: Conflict of Interest Policy**

414 **Section 1: Policy**

- 415 A. At each meeting of the Commission, immediately following a call to order, the Chair shall  
416 recite the conflict of interest policy, section 1, in full.  
417 B. As a general policy, members of the Commission must not hold any personal or financial  
418 interest in such areas as governed by the Commission.

- 419 C. In those cases where a Commissioner does have a financial or personal interest in any  
420 matter coming before the Commission, the Commission shall ensure that:
- 421 i. The interest of such officer or director is fully disclosed to the Commission
  - 422 ii. Any transaction in which a Commissioner has a financial or personal interest  
423 shall be duly approved by the Commission members not so interested or  
424 connected as being in the best interests of the organization
  - 425 iii. Compensation to the interested Commissioner shall be reasonable and shall not  
426 exceed fair market value
  - 427 iv. The minutes of meetings at which such votes are taken shall record such  
428 disclosure, abstention, if appropriate; and rationale for approval.
- 429 D. An individual's employment affiliation shall not be considered, on its own, to constitute a  
430 conflict of interest.

431 **Section 2: Removal of Member**

432 If a Commissioner is found upon two-thirds (2/3) of the whole voting body of the  
433 Commission to hold substantial conflicts of interest, whether disclosed or not, the  
434 individual shall be removed from the Commission immediately.