

MDA INSURANCE & FINANCIAL GROUP, INC.

CONFLICT OF INTEREST

10-395

RESOLVED, that the Conflict of Interest Policy for board members, officers, committee members and committee chairpersons reads:

Amended
By
Res. 4-101609

It is the policy of the Board of Directors of MDA Insurance & Financial Group, Inc. (IFG) that individuals who serve in elective or appointive positions do so in a representative and fiduciary capacity that requires loyalty to this company. At all times, the individual shall try to further the interests of MDA Insurance & Financial Group, Inc. (IFG) and the Michigan Dental Association (MDA) as a whole. In addition, the individual shall avoid:

- A. Placing him/herself in a position where personal or professional interests may conflict with their duty to IFG;
- B. Using information learned through such office or position for personal gain or advantage to the detriment of IFG; and
- C. Obtaining from a third party a gain or advantage at the expense of IFG.
- D. Avoiding the "appearance" of a conflict such as serving on other boards that may have conflicting views from IFG's views/positions, allowing the use of the individual's name or image on printed materials for outside organizations and companies such as advertisements and brochures.

While serving, the individual shall comply with this Conflict of Interest Policy and shall report to the President of this company any situation in which a potential conflict of interest may arise. The Board of Directors shall render a judgment on what constitutes a conflict of interest.

RESOLVED, that the Conflict of Interest policy be amended to add Section D.

MDA INSURANCE & FINANCIAL GROUP, INC.

COPYRIGHT POLICY

9-395 **RESOLVED**, that the MDA Insurance & Financial Group, Inc. (IFG) policy on copyrighted or copyrightable material is as follows:

Due to the nature of this company's business, MDA Insurance & Financial Group, Inc. (IFG) board, committee members, as well as other volunteers and staff, may from time to time become involved in special IFG projects that involve copyrighted or copyrightable materials.

All such materials belong solely and wholly to IFG, and IFG holds any and all rights to obtain copyrights for such materials in its name.

Further, any and all contributions made by these volunteers and staff to such proprietary projects shall be original works, not copied in whole or in part from the works of third parties.

Each volunteer and staff member involved in the business of IFG shall agree to assign any and all ownership rights they may have in these materials to IFG and shall, upon request, execute any necessary documents to this effect.

And be it further

RESOLVED, that the copyright assignment policy of the board of directors/consultant(s)/staff is as follows:

The undersigned is a member of the MDA Insurance & Financial Group, Inc. (IFG) staff and/or Michigan Dental Association (MDA) staff who works closely with IFG on various projects. While serving in this capacity, he or she may from time to time become involved in special projects that involve copyrighted or copyrightable materials. Pursuant to the IFG Copyright Policy, this employee acknowledges that all such materials belong solely and wholly to IFG, and that IFG holds any and all rights to obtain copyrights for such materials in its name. Further, they agree that any and all contributions made by these volunteers and staff to such proprietary materials shall be original works, not copied in whole or in part from the works of third parties.

The undersigned staff member hereby assigns any and all ownership rights they may have in these materials to IFG and agrees to execute any additional documents necessary to effect this assignment to IFG upon request.

Adopted by the BOD: 8:395
Amended Resol. 3-1195

MDA INSURANCE & FINANCIAL GROUP, INC.

SEXUAL HARASSMENT POLICY

6-102204 **RESOLVED**, that resolution 3-1093 regarding harassment be rescinded and removed from the MDA Insurance & Financial Group Employment Handbook.

7-102204 **RESOLVED**, that MDA's harassment policy dated August 27, 2004 be adopted and amended for MDA Insurance & Financial Group.

Purpose: The MDA Insurance and Financial Group is responsible for assuring that the work place is free from harassment. Everyone is covered by a protected basis. Harassment based on race, sex, color, religion, national origin, age (40+), disability or in retaliation for protected activity (e.g. opposition to discrimination or participation in discrimination complaint proceedings) violates federal anti-discrimination laws.

Examples of conduct specifically prohibited by this policy are:

- Sexual advances/pressure for dates
- Slurs, comments, jokes, innuendos
- Beatings, threats, inappropriate touching
- Inappropriate gestures, pictures, graffiti, slang expressions

Harassment comes in two general types. One is pressure brought to bear by a superior upon an employee, involving sexual demands that become a condition of employment, or used to base decisions regarding the employee's pay scale or advancement. The other is the creation of a "hostile environment." It is defined as follows. Action that:

- Does not result in a tangible employment action
- Unreasonably interferes with an employee's work performance
- Creates an intimidating, hostile or offensive work environment

This policy prohibits all such activities, whether engaged in by a supervisor, management employee, agent of the company, member, fellow employee or non-employee of the company (who may be on company premises or who comes into contact with the company employees at any time for any purpose).

Procedure: The President is designated as the company complaint officer for purposes of the implementation and enforcement of this policy in relation to the staff. For members or non-MDAIFG employees, the complaint officers are the chairman and the vice chairman. Any employee of the company who is subjected to harassment in violation of this policy by any other person may make a formal complaint* of such violation to the extent possible to the complaint officer by completing a "Complaint of Harassment" form located on the MDAIFG computer system. The complaint officers are responsible for promptly investigating the complaint. Investigation includes interviewing any and all parties, such as witnesses and the individual accused of harassment. An "Investigation of Complaint" form will be completed by the complaint officers on each witness. The department has this form on file. Once all witnesses are interviewed, the complaint officers will complete the form titled "Report of Investigation of Complaint of Harassment" which is also on file in the department.

*It is important to note that a formal complaint is not mandatory in order for an investigation to take place. Should management or leadership learn of an allegation, it will be investigated whether or not the alleged victim wishes it to be investigated.

Employee:

The following actions shall be taken if a complaint against an employee is found to be justifiable:

1. First complaint: An oral complaint will be taken from the complainant, and will result in a verbal warning to the offending employee to cease the harassment immediately. It will be noted in the offending employee's personnel file.
2. Second complaint: This complaint will result in a written warning, again indicating that the behavior is to cease immediately or disciplinary action will be imposed up to and including termination of employment. The written report will be placed in the offending employee's personnel file.
3. Third complaint: May result in disciplinary action up to and including termination of employment if it is determined that a violation is valid and ongoing.

The use of progressive discipline by the MDAIFG in no way amends any other provision in the MDAIFG Employee Handbook, including the provisions that the employee or the MDAIFG may terminate the employment relationship at any time, for any reason, with or without cause.

Non-Employee:

If a complaint against a member or other non-MDAIFG employee is found to be justifiable, the MDAIFG chairman and vice chairman, acting as the complaint officers, shall take such action that they deem appropriate.

An employee or member/agent of the company who violates this policy, shall be subject to discipline by the MDAIFG, and said discipline shall include the possibility of discharge, depending on the nature and severity of the offense. In the event that a non-employee of the MDAIFG violates this policy and the violation is brought to the attention of the President, the company will take all the necessary steps to assure that the said violations are stopped immediately.

The MDAIFG will not tolerate any retaliatory action taken against any employee for making a complaint or for cooperating in an investigation of a complaint.