

# CONFLICT OF INTEREST POLICY

## **1. Purpose:**

This policy is designed to define the Conflict of Interest and provided guidelines of approval, while making a transaction with any board member, key officer or outsider to make sure if the private interest of any of the board members or the key employees are involved, it does not comprise the interest of the organization.

Members of the Board of Directors and key employees are prohibited from activities that might present conflicts of interest. The powers of directorship may not be used to personally benefit the Director at the corporation's expense. If a director has a financial interest in a corporate transaction, the Director must fully disclose the interest and abstain from voting. Loans to Directors are prohibited.

## **2. Definitions:**

**Insiders:** The following are considered insiders for the purposes of this policy: Each member of the Board of Directors or other governing body. The president, chief executive officer, chief operating officer, treasurer and chief financial officer, executive director. Any key employee, meaning an employee whose total annual compensation (including benefits) from the organization and its affiliates is more than \$60,000.00 and who (a) has responsibilities or influence over the organization similar to that of officers, directors, or trustees; or (b) manages a program that represents 10% or more of the activities, assets, income, or expenses of the organization; or (c) has or shares authority to control 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.

**Interest:** Interest means any commitment, investment, relationship, obligation, or involvement, financial or otherwise, direct or indirect, that may influence a person's judgment, including receipt of compensation from the Organization, a sale, loan, or exchange transaction with the Organization.

**Conflict:** A conflict of interest is present when, in the judgment of the Board of Directors, an insider's stake in the transaction is such that it reduces the likelihood that an insider's influence can be exercised impartially in the best interests of the Organization.

**Transaction:** Transaction means any transaction, agreement, or arrangement between an insider and the Organization, or between the Organization and any third party where an insider has an interest in the transaction or any party to it.

**Determination of Conflict:** Determining Whether a Conflict of Interest Exists With regard to an insider, the Board shall determine if a conflict of interest exists. The insider(s) and any other interested person(s) involved with the transaction shall not be present during the Board's discussion or determination of whether a conflict of interest exists, except as provided in Article IV below.

## **3. Procedures for Addressing a Conflict of Interest:**

The Board shall follow the procedures set forth in Article four in order to decide what measures are needed to protect the Organization's interests in light of the nature and

seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate.

#### **4. Review by the Board:**

The Board may ask questions of and receive presentation(s) from the insider(s) and any other interested person(s), but shall deliberate and vote on the transaction in their absence. The Board shall ascertain that all material facts regarding the transaction and the insider's conflict of interest have been disclosed to the Board and shall compile appropriate data, such as comparability studies, to determine fair market value for the transaction. After exercising due diligence, which may include investigating alternatives that present no conflict, the Board shall determine whether the transaction is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable to the Organization; the majority of disinterested members of the Board then in office may approve the transaction.

#### **5. Records of Proceedings:**

The minutes of any meeting of the Board pursuant to this policy shall contain the name of each insider who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the Board who were present during the deliberations on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

#### **6. Annual Disclosure and Compliance Statements Each director:**

Each corporate officer, the top management official, the top financial official, and each key employee of the Organization, shall annually sign a statement on the form attached, that affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy; and discloses the person's financial interests and family relationships that could give rise to conflicts of interest.

#### **7. Violations:**

If the Board has reasonable cause to believe that an insider of the Organization has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board determines that the insider has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

#### **8. Annual Reviews:**

To ensure that the Organization operates in a manner consistent with its status as an organization exempt from federal income tax, the Board shall authorize and oversee an

annual review of the administration of this conflict-of-interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.