

America's Charities

Conflict of Interest Policy

ARTICLE I: PURPOSE

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to not-for-profit and charitable corporations.

ARTICLE II: DEFINITIONS

1. Interested Person

Any director, principal officer of the Corporation, member of a committee with board-delegated powers who has a direct or indirect financial interest (as defined below), or paid staff person 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 contractual arrangement, or
- (b) A compensation arrangement with any entity or individual with which the Corporation has a transaction or contractual arrangement, or
- (c) An ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is, or is considering, negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or other non-monetary favors that are substantial in nature.

ARTICLE III: PROCEDURES

1. Duty to Disclose

In connection with any actual or potential conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest, the interested person shall leave the board or committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing a Conflict of Interest

- (a) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- (b) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous (or comparable) transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (c) If a more advantageous (or comparable) transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors (or committee members, as the case may be) whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Corporation's Conflicts of Interest Policy

- (a) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or potential conflicts of interest, it shall inform the member of the bases for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the response of the member and making such further investigation as may be warranted under the circumstances, the board or committee determines that the member has in fact failed to disclose an actual conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV: Records of Proceedings

The minutes of the Board and all committees with board-delegated powers shall contain –

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed, and
- (b) 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 therewith.

ARTICLE V: COMPENSATION COMMITTEES

A voting member of any committee whose responsibilities 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.

ARTICLE VI: ANNUAL STATEMENTS

Each director, principal officer and member of a committee with board-delegated powers shall sign a statement that affirms that such person

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands that the Corporation is a non-profit/charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE VII: PERIODIC REVIEWS

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

- (a) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining, and
- (b) Whether acquisitions of goods and services result in inurement or impermissible private benefit, and whether they further the Corporation's charitable purposes, and reflect reasonable payments for goods and services.

ARTICLE VIII: USE OF OUTSIDE EXPERTS

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors.

- (a) If outside experts are used their use shall not relieve the board or relevant committee of its responsibility for ensuring that periodic reviews are conducted.
- (b) A minimum of two bids or proposals must be solicited before an outside expert is selected and hired for contract work with remuneration over \$10,000.

America's Charities Board Members

Signed By:

(Print Name)