

Conflicts of Interest Policy for Board

Option 1

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Option 2

For purposes of this provision, the term "interest" is defined as personal interest or interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern; and as having an immediate family member who holds such an interest in any concern. The term "concern" shall apply to any corporation, association, trust, partnership, limited liability entity, firm, person or entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing – either as vendor, purchaser, or otherwise – or contracting or entering into any other transaction with the organization (or with any entity of which the organization is an affiliate).

No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided that:

- The interest of such officer or director is fully disclosed to the board of directors
- Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization
- Payments to the interested officer or director are reasonable and do not exceed fair market value;
- No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval

Option 3

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

- The interest of such officer or director is fully disclosed to the board of directors.

- No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon
- Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization
- Payments to the interested officer or director shall be reasonable and shall not exceed fair market value
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval