I. MISSION OF ORGANIZATION

__________________________ is a nonprofit organization established in _______. Its Mission is:

II. PURPOSE OF POLICY

The purpose of this Conflict of Interest Policy is to ensure that the affairs of ______________ are managed in an independent and ethical manner consistent with its Mission statement.

The principles set forth in this Policy seek to prevent all persons involved in the work of ______________ from taking actions that directly or indirectly benefit themselves, members of their families, their current or previous employers, or their business and corporate affiliates.

Further, this Policy requires that persons involved with the work of ______________ must conduct themselves in such a manner as to avoid any appearance of possible conflict of interest with their duties and responsibilities to ______________.

For Directors, the standard of conduct includes a Duty of Care and a Duty of Loyalty.

**Duty of Care** requires directors to act in good faith with independent and informed judgment and in a manner reasonably believed to be in the organization's best interest.

**Duty of Loyalty** requires directors to exercise their powers in the interest of ______________ and not in their own interest or the interest of another entity or person.

This standard of conduct as described also extends to officers, employees, and members of the advisory committee of ______________.

III. SCOPE OF INDIVIDUALS COVERED

This Policy shall apply to all directors, officers, employees, and members of the advisory committee of ______________.

The Policy refers to these individuals as "directors and other related individuals" and as "covered persons".
IV. SCOPE OF ACTIVITIES AND RELATIONSHIPS

This Conflict of Interest Policy applies to all transactions of ________________.

"Transactions" is broadly defined to include payments for services and goods as well as other assistance provided and proposed to be provided by ________________ to others.

As for relationships, the Policy pertains to those that include:

- Directors and other related individuals, such as officers, employees, and members of the advisory committee of ________________.

- The immediate families of directors and other related individuals; plus, any other party or entity over which they have the ability to exercise significant influence.

- Partnerships or businesses in which directors or other related individuals have an ownership interest.

- Any institution in which directors or other related individuals currently are or have been within the past three years a director, officer, or employee.

Representative examples of activities and relationships covered by this Conflict of Interest Policy include, but are not limited to, the following:

- A director or other related person of ________________ who holds a financial interest in or receives any personal benefit, either directly or indirectly, from an individual or business furnishing services, materials, or supplies to ________________.

- A director or other related person of ________________ who seeks staff assistance or the use of ________________’s property or facilities to an extent greater than that available to the general public in similar circumstances or with similar needs.

- A director or other related person of ________________ who uses privileged information received while serving ________________. Any use of such information that might impair the reputation of ________________ must be avoided.
V. STANDARDS AND PROCEDURES

To properly implement this Conflict of Interest Policy, the following procedures are to be followed.

**Annual Disclosure.** Each year prior to the annual meeting, all covered persons shall complete and sign a Conflict of Interest Disclosure Statement, a copy of which is attached.

The Secretary of ____________ shall be responsible for preparing, distributing, collecting, and analyzing all such disclosure forms. The Secretary shall then submit copies of completed forms and analysis to the board at the annual meeting for the purpose of full discussion and review.

**Events of Conflict.** The procedures at all board meetings of ____________ to address conflicts of interest arising in individual and episodic situations are as follows.

- Directors and other related individuals are responsible to recognize a conflict of interest prior to any discussion or presentation of such a matter before the board.
- Each director and other related individuals shall then disclose the conflict prior to the board discussing or taking any action on the matter. Such disclosure shall be complete and include the existence of the conflicting interest and its nature.
- Each director and other related individuals having a conflict of interest shall abstain from any preliminary or final involvement with the matter, including preliminary review and discussion as well as any vote on the matter. This restriction extends to using personal influence to lobby other directors, officers, or employees on a formal or informal basis concerning the matter in question.
- However, this restriction does permit such an individual with a conflicting interest to answer questions on the matter.
- A director having a conflict shall not be counted in determining a quorum; further, upon request from any director, the director or other related individuals with a conflict may be asked to leave the meeting during the discussion and vote on the matter.
- The minutes of a board meeting shall formally record the disclosure of any conflict of interest and the abstention by any director or other related individual from the discussion and vote on the matter.

At each annual meeting, the Secretary shall present a summary of all conflict of interest disclosures and abstentions during the past calendar year; further, they shall be formally recorded in the minutes of the meeting.