

## CONFLICT OF INTEREST POLICY

In order to avoid any conflict or appearance of conflict between the interests of **NAME OF ORGANIZATION**, on the one hand, and the interests of certain individuals associated with on the other, the Board of Directors has adopted the following policy and procedures:

1. **Applicability.** This policy shall apply to all officers, directors, key employees of **NAME OF ORGANIZATION**, (“Applicable Persons”). A potential or actual conflict of interest may arise if any such person has a direct or indirect interest in a matter under consideration by CBS, which may arise from a personal interest, Business Relationship or family relationship.
2. **Restrictions.** Any Applicable Person shall not vote on, or use his or her personal influence in connection with the resolution of any issue or matter by the Board of Directors or one of its committees (a) as to which that person (or a Family Member of such person) may benefit financially or has a Business Relationship, or (b) as to which a non-profit or government organization, on whose board that person (or Family Member) serves as a trustee, director or key employee, has a Business Relationship with **NAME OF ORGANIZATION**.
3. **Definitions.**
  - a. "Business Relationship" includes a relationship between **NAME OF ORGANIZATION**, and an Applicable Person (or a Family Member of such an Applicable Person) where:
    1. **NAME OF ORGANIZATION**, employs an Applicable Person indirectly through a sole proprietorship or by an organization with which the Applicable Person is associated as a trustee, director, officer, key employee, or greater-than 35% owner; or
    2. **NAME OF ORGANIZATION**, is transacting business with an Applicable Person (other than in the ordinary course of either's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of \$10,000 in the aggregate during the tax year. Indirect transactions are transactions with an organization with which the Applicable Person is associated as a director, trustee, officer, key employee, or greater-than-35% owner.
  - b. “Family Member” includes an individual’s spouse, ancestors, children, siblings (whether whole or half blood), grandchildren, great grandchildren and spouses of siblings, children, grandchildren, great grandchildren, and nieces and nephews.
  - c. “Ownership” is measured by stock ownership (either voting power or value) of a corporation, profits or capital interest in a partnership or limited liability company, membership interest in a nonprofit organization, or beneficial interest in a trust. Ownership includes indirect ownership (e.g., ownership in an entity that has

ownership in the entity in question); there may be ownership through multiple tiers of entities.

- 4. Procedures.** When any such issue or matter comes under consideration by the Board of Directors or one of its committees, the person involved shall disclose promptly to the Board or the Chairman of the Board and the President the existence of any Business Relationship with **NAME OF ORGANIZATION**,. Following any such disclosure, the person making the disclosure may answer questions of fact from other members of the Board of Directors when the person's knowledge of the facts may assist the Board or its committee in reaching a decision, but shall not be present for the discussion or the vote on the matter. The Board of Directors shall determine whether: (a) a conflict exists, and (b) the proposed action with respect to the issue or matter under consideration by the Board is fair and in the best interest of **NAME OF ORGANIZATION**,. The Secretary of the meeting shall include a description of the discussion and resolution of conflict of interest issue in the minutes of the meeting.
- 5. Disclosure.** All Applicable Persons shall at least annually disclose Business Relationships which might reasonably be expected to give rise to a possible conflict between the interests of **NAME OF ORGANIZATION**,and the interests of such persons. In order to administer this conflict of interest policy, each Applicable Person shall at least annually on or before **[March 31]** of each year complete a disclosure form covering the prior fiscal year (in the form attached), which shall identify each Business Relationship if he or she knows or believes that such organization has business dealings with **NAME OF ORGANIZATION**,. As part of the disclosure form, each Applicable Person shall affirm that he or she has reviewed and understands this policy and intends to comply with it. At the direction of the Chair of the Audit Committee of the Board of Directors, the information disclosed on the disclosure forms shall be summarized, and the summary shall be provided to the Board of Directors, the President, and, if appropriate, to the auditors of the financial statements of **NAME OF ORGANIZATION**,.
- 6. Gift Ban.** An Applicable Person shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, donors, grantees or parties to sub-agreements (with the exception that unsolicited gifts of nominal value may be accepted).
- 7. Amendment.** This policy may be amended at any time by the Board of Directors of **NAME OF ORGANIZATION**,with or without notice.

**NAME OF ORGANIZATION,  
BOARD OF DIRECTORS**

**CONFLICT OF INTEREST QUESTIONNAIRE**

Please read the **NAME OF ORGANIZATION**, Conflict of Interest Policy before completing this Questionnaire. Definitions used here are defined in the Policy.

**Activities with NAME OF ORGANIZATION,**

Did you or a Family Member directly or indirectly engage in any of the following activities in the past fiscal year \_\_\_\_ or anticipate engaging in any such activities in the current fiscal year \_\_\_\_\_. Please check all that apply:

- Furnish goods, services, or facilities to **NAME OF ORGANIZATION**, (other than time as a director, committee member, staff or volunteer).
- Sell, lease or license property to, or exchange property with, **NAME OF ORGANIZATION**,
- Borrow, purchase or lease property from **NAME OF ORGANIZATION**,
- Lend money or extend credit to, or serve as a guarantor for, **NAME OF ORGANIZATION**, or any **NAME OF ORGANIZATION**, Employee or receive a loan from **NAME OF ORGANIZATION**,
- Are an officer, director, trustee or employee of an institution that receives or purchases services from **NAME OF ORGANIZATION**,
- Have any Business Relationship with **NAME OF ORGANIZATION**,
- Receive a grant or assistance from **NAME OF ORGANIZATION**,
- Receive compensation from **NAME OF ORGANIZATION**, as an officer of **NAME OF ORGANIZATION**,

If the answer to any of the above questions is yes, please explain. Add additional sheets as necessary. \_\_\_\_\_

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1. **Relationships**

a. Are you related to any director, officer, or employee of **NAME OF ORGANIZATION**, through a Family Member relationship?

Yes  No

If Yes, please describe: \_\_\_\_\_

b. Do you or a Family Member have a Business Relationship with **NAME OF ORGANIZATION**, or with any officer, director, or employee of **NAME OF ORGANIZATION**?

Yes  No

If Yes, please describe: \_\_\_\_\_

2. **Other Information**

Other than any activities described above, I wish to bring to the attention of **NAME OF ORGANIZATION**, the following activities or interests that may constitute a conflict of interest now or in the future:

\_\_\_\_\_

3. **Certification**

I have received, read and agree to comply with the **NAME OF ORGANIZATION**, Conflict of Interest Policy. If a possible conflict of interest arises, I recognize that I am obligated to call it to the attention of the Chairman of the Board and the President. I shall not recommend, vote on, or approve any transaction in which I (or to my knowledge a Family Member) directly or indirectly has an actual or potential conflict of interest.

\_\_\_\_\_

Title: \_\_\_\_\_

Signature

\_\_\_\_\_

Date: \_\_\_\_\_

Please print or type your name