



Conflict of Interest Policy of Circle Camps for Grieving Children

Article I: Purpose

The purpose of the Conflict 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 a director, officer, or other Interested Person of the Corporation. This Policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

Article II: Definitions

1. Interested Person

Any director, officer, or member of a committee with board-delegated powers 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 Immediate Family —

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

3. Compensation

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



4. Immediate Family

For purposes of this Conflict of Interest Policy, Immediate Family shall be defined as a husband, wife, domestic partner, son, son-in-law, step-son, daughter, daughter-in-law, step-daughter, adopted son and/or daughter, half-sister and/or half-brother, father, father-in-law, step-father, mother, mother-in-law, step-mother, brother, brother-in-law, step-brother, sister, sister-in-law, step-sister, grandparents, grandchildren, and other step-family members.

Board Members and their Immediate Family are excluded from consideration for employment by the Corporation without a full conflict disclosure and approval by the majority of the Directors of the Board using the procedures described below.

Article III: Procedures

1. Duty to Disclose

In connection with any actual, apparent, or potential conflicts of interest, an Interested Person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Board of Directors to consider the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Potential Conflict of Interest

- a. An Interested Person may make a presentation at the governing board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The chairperson of the governing board shall, if appropriate, appoint a committee to investigate alternatives to the proposed transaction or arrangement.



- c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors 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 Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis 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 in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain—

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible 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.
2. 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

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction 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.
3. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation, whether as an employee or independent contractor, is precluded from membership on any committee whose jurisdiction includes compensation matters. Such person is prohibited from providing information to any committee regarding compensation.

Article VI: Annual Statements

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

- a. has received a copy of the Conflict 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 nonprofit Corporation and that in order to maintain its federal tax status it must engage primarily in activities which accomplish one or more of its nonprofit purposes.

Article VII: Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its nonprofit purposes and that it does not engage in activities that could jeopardize its status as a Corporation 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.
- b. Whether partnership and joint venture arrangements and arrangements with management service corporations conform to written policies, are properly recorded,



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reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Article VIII: Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside experts. If outside experts are used their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.