

CONFLICT OF INTEREST DISCLOSURE PROCEDURES

I. Application of Policy

This policy is intended to supplement, but not replace, federal and state laws governing conflicts of interest applicable to nonprofit corporations. It applies to board members, management staff, and volunteers.

II. Definition of Conflict of Interest

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of Please Live. The variety of situations that raise conflict of interest concerns include, but are not limited to, the following:

A. Financial Interests - A conflict may exist where an interested party directly or indirectly benefits or profits as a result of a decision, policy or transaction made by Please Live. Examples include situations where:

- Please Live contracts to purchase/lease goods, services, or property from an interested party.
- Please Live offers employment to an interested party, other than a person who is already employed by Please Live.
- An interested party uses their relationship with a Please Live client to obtain employment, a contract or other benefit.
- An interested party is provided use of the facilities, property, or services of Please Live in a manner that would not be available to other community members.
- Please Live adopts a policy that specifically creates a financial benefit to an interested party. A financial interest is not necessarily a conflict of interest. A conflict of interest exists only when the board decides that a person with a financial interest has a conflict of interest.

B. Other Interests - A conflict also may exist where an interested party obtains a non-financial benefit or advantage that he/she would not have obtained absent his/her relationship with Please Live. Examples include where:

- An interested party seeks to make use of confidential information obtained from Please Live or a Please Live client for his/her own benefit (not necessarily financial).
- Please Live adopts a policy that provides a significant nonfinancial benefit to an interested party. A conflict of interest exists only when the Board of Directors decides there is a conflict.

III. Disclosure of Potential Conflicts of Interest

An interested party is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known.

Disclosure Statements will be submitted as follows:

- For board members, the disclosure statements will be provided to the board chair.
- The chair's disclosure statement shall be provided to the secretary of the board.
- In the case of staff and consultants/volunteers, the disclosure statements shall be provided to the executive director.
- Disclosure statements may also be posted in view of all board members to complete the above requirements.

The secretary of the board or the person designated by the board as the reviewing official is responsible for bringing potential conflicts to the attention of the board or the president if the disclosure statement was not posted in view of all board members. The secretary of the board shall file copies of all disclosure statements with the official corporate records of Please Live.

IV. Procedures for Review of Potential Conflicts

Whenever there is reason to believe that a potential conflict of interest exists, the board shall determine the appropriate response. The designated reviewing official has a responsibility to bring a potential conflict of interest to the attention of the board for action at the next regular meeting of the board or during a special meeting called specifically to review the potential conflict of interest. Please Live shall refrain from acting until such time as the proposed action, policy or transaction has been approved by the disinterested members of the board.

Whenever there is reason to believe that a potential conflict of interest exists between Please Live and a consultant/volunteer, the board shall determine the appropriate response.

V. Procedures for Addressing Conflicts of Interest

The following procedures shall apply:

1. An interested party who has a potential conflict of interest with respect to a proposed action, policy or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision-making vote of Please Live. However, the interested party shall have an opportunity to provide factual information about the proposed conflict and/or action, policy or transaction. Also, the board may request that the interested party be available to answer questions.

2. The disinterested members of the board may approve the proposed action, policy or transaction upon finding that it is in the best interests of Please Live. The board shall consider whether the terms of the proposed action, transaction or policy are fair and reasonable to Please Live and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a disinterested party.

3. Approval by the disinterested members of the board shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.

4. The minutes of the meeting shall reflect that the conflict disclosure was made to the board, the vote taken and, where applicable, the abstention from voting and participation by the interested party. Whenever possible, the minutes should frame the decision of the board in such a way to provide guidance for consideration of future conflict of interest situations.

VI. Violations of Conflict of Interest Policy

If the board has reason to believe that an interested party has failed to disclose a potential conflict of interest, it shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose. If the board decides that the interested party has in fact failed to disclose a possible conflict of interest, the board shall take such disciplinary and corrective action as the board shall determine.

CONFLICT OF INTEREST AFFIRMATION OF COMPLIANCE

I have received and carefully read the Conflict of Interest Policy for board members, managers, and volunteers. I have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that Please Live is a nonprofit 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 without personal inurement or benefit by board members, consultants/volunteers or staff (other than by salary).

I hereby state that I do not have any conflict of interest, financial or otherwise that may be seen as competing with the interests of Please Live.

If any situation should arise in the future that I think may involve me in a conflict of interest, I will promptly and fully disclose in writing the circumstances to the President, Secretary, or Board as applicable.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print) _____

Signature _____ Date _____

To be reviewed and reaffirmed annually

