

21 & Change, Inc.

CONFLICT OF INTEREST POLICY

AS OF: 8 SEPTEMBER 2018

Preamble

21 & Change, Inc. [hereafter referred to as “corporation”] requires directors, officers, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the corporation, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable federal, state and local laws and regulations.

The purpose of the conflict of interest policy is to protect the legal tax-exempt status interest of this nonprofit corporation. The IRS favors disclosure when a nonprofit contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible “excess benefit” transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

Definitions

Interested Person

Any director, principal officer, or committee member with Board of Directors delegated powers, who has a direct or indirect financial interest as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- 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. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. In determining whether or not a conflict of interest exists, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

Procedures

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts

to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

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 of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board of Directors or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

- If the Board of Directors or committee has reasonable cause to believe 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.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Record of Proceedings

Detailed Minutes Concerning a Conflict of Interest

Minutes of the Board of Directors and all committees with board-delegated powers shall contain:

- 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 of Directors or committee's decision as to whether a conflict of interest in fact existed.

- 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 with the proceedings.

Compensation

Voting and the Issue of Compensation

- 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.
- 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.
- No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Requirement

Each director, principal officer and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

Requirement

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

Constraint

When conducting the periodic reviews, the Corporation may, but need not, use outside experts. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Policy Update

This policy will be updated or rewritten as required, but no less than every two years.

Point of contact for this policy is John Bodor
President, 21 & Change, Inc.
501(c)(3) Public Non-Profit Corporation, Florida

Email: jbodor@21andchange.org
Phone: 910.273.7049

Policy approved by the Board of Directors on 8 September 2018.

Director and Officer Annual Conflict of Interest (COI) Compliance Statement

1. Name: _____ Date: _____

2. Position:

Are you an officer or voting member of the Board of Directors? Yes___No __

If "Yes", which position do you hold? __

3. By initialing below, I affirm the following: (initial)

- I have received a copy of the corporation's COI Policy. I have read and understand the policy.
- I agree to comply with the policy.
- I understand that in order for this corporation to maintain its federal tax exemption it must engage primarily in activities which accomplish tax-exempt purposes.

4. Disclosures:

a. Do you have a financial interest (current or pending), including a compensation arrangement, as defined in this corporation's COI policy? Yes_____No __

i. If yes, please describe it:

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes___No _____

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in this corporation's COI policy? Yes_____No __

i. If yes, please describe it, including when (approx.):

i. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes___No_____

5. Are you an Interested Person as defined in the COI policy?

Yes ___ No ___

a. If yes, why

Signature of Director _____

Date _____

Date of Review by Board (or Responsible Committee): _____

Signature of Senior
Reviewer _____