

# THE 30 DAYS FOUNDATION

## CONFLICT OF INTEREST POLICY

### ARTICLE I

#### Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of the 30 Days Foundation when it is contemplating entering into a transaction that might benefit the private interests of a member of the Board of Directors, officers of the Corporation, or such other persons designated in this Policy (collectively, "Key Persons").

### ARTICLE II

#### Persons Affected

The following persons are "Key Persons" for purposes of this policy:

- (1) A member of the Board of Directors.
- (2) A member of a committee with powers delegated by the Board of Directors.
- (3) An officer of the Corporation.
- (4) A family member of any person listed in (1)-(3).  
*A "family member" is a spouse, parent, child, sibling, or spouse of a sibling*

### ARTICLE III

#### Transactions Affected

A potential Conflict of interest arises when the Corporation considers a transaction or arrangement with:

- (1) An organization in which a Key Person is an officer, director, or employee with substantial influence over the actions of the organization.  
*"Organization" includes a corporation, partnership, limited liability company, nonprofit organization, foundation, association, and any other entity or organization.*
- (2) An organization in which a Key Person has an actual or potential investment or ownership interest.
- (3) An organization with which a Key Person has an actual or potential compensation arrangement.

- (4) An individual with which a Key Person has an actual or potential compensation arrangement.
- (5) A Key Person directly.

*This includes compensation arrangements between the Corporation and its officers, as well as other transactions or arrangements with Key Persons.*

#### **ARTICLE IV Procedures**

The existence of a potential conflict of interest in a transaction or arrangement under consideration by the Corporation requires that the procedures set forth below be followed to ensure the transaction is consistent with the Corporation's status as a tax-exempt organization.

- A. Duty to Disclosure. A Key Person who has an actual or possible conflict of interest must disclose the existence and nature of his or her relationship or financial interest to the members of the Board of Directors or the committee considering the proposed transaction or arrangement. The disclosure must be made at or prior to the meeting of the Board or committee considering the proposed transaction or arrangement.
- B. Procedures for Addressing the Conflict of Interest. Once a potential conflict of interest has been disclosed:
  - (1) The Key Person may make a presentation at the Board or committee meeting at which the transaction will be discussed but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
  - (2) The Board or committee shall, if appropriate, obtain and rely on appropriate data as to comparability prior to making its decision whether or not to participate in the proposed transaction or arrangement.

*"Appropriate data as to comparability" include, but are not limited to, compensation surveys, independent valuations, appraisals, price quotes, and competitive bids.*
  - (3) The chair of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- (4) The Board or committee shall use due diligence to 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.
- (5) After consideration, the Board or committee may determine that a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest. If so, the Board or committee may decide to enter into a transaction involving a conflict of interest if the Board or committee determines by a majority vote of disinterested members that:
  - (a) the transaction or arrangement is in the best interests of the Corporation; and
  - (b) in reliance on the appropriate data as to comparability, the terms of the transaction or arrangement are fair and reasonable to the Corporation.

C. Violations of the Conflicts of Interest Policy.

- (1) If the Board or committee has reasonable cause to believe that a Key Person has failed to disclose a relationship required to be disclosed under this policy, it shall inform the individual of the basis for such belief and afford the Key Person an opportunity to explain the alleged failure to disclose.
- (2) If, after hearing the response of the Key Person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Key Person has in fact failed to disclose a relationship required to be disclosed under this policy, it shall take appropriate disciplinary and corrective action.

**ARTICLE V**  
**Records of Proceedings**

The minutes of the Board of Directors and all committees with Board-delegated powers shall contain:

- (1) The names of the Key Persons who disclosed or otherwise were found to have a conflict of interest in connection with a proposed transaction or arrangement with the Corporation.
- (2) The nature of the relationship or financial interest that gave rise to the

- conflict of interest.
- (3) The names of the persons who were present for discussions and votes relating to the transaction or arrangement.
  - (4) The content oaths discussion, including:
    - (a) any alternatives to the proposed transaction or arrangement;
    - (b) evidence of consideration of appropriate data as to comparability; and
    - (c) the basis for the Board or committee's determination of reasonableness.
  - (5) A record of any votes taken in connection with the decision to enter or not to enter into the proposed transaction or arrangement.

**Article VI**  
**Annual Statements**

Each Key Person shall annually sign a statement which affirms that such person:

- (1) Has received a copy of the Conflict of Interest Policy;
- (2) Has read and understands the policy;
- (3) Has agreed to comply with the policy; and
- (5) Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**The 30 Days Foundation  
Conflict of Interest Statement**

I have received, read and understand the Conflict of Interest Policy ("Policy") which applies to members of the Board of Directors, committees with Board delegated powers, and officers of The 30 Days Foundation. I agree to comply with the Policy including but not limited to (1) disclosure of any potential conflict of interest relating to the subject matter of a meeting of the Board of Directors or a committee thereof on which I serve; and (2) withdrawal from such meeting during the discussion of, and the vote on, the subject matter that results in the potential conflict of interest.

I understand that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In the interest of full disclosure, I am listing below organizations in which I or a member of my family is known to be an officer, director or has a financial interest which I believe could reasonably be anticipated to enter into transactions or arrangements with the Corporation. I understand that this disclosure does not relieve me from the obligation under the Policy to make disclosure and withdraw from a Board or committee meeting when a specific transaction or arrangement is being considered between the Corporation and any organization listed by me below.

Signed: \_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_  
Please print your last name.

Organization	Relationship
_____	_____
_____	_____
_____	_____
_____	_____

Please return completed, signed statement to:  
matthew@the30-daysfoundation.org