

**CONFLICT OF INTEREST POLICY**

**Article I: Purpose**

This conflict of interest policy is designed to foster public confidence in the integrity of Inattentive ADHD Coalition (the "Organization") and to protect the Organization's interest when contemplating entering a transaction (defined below) that may benefit the private interest of a director, any corporate officer, or a key employee (defined below).

**Article II: Definitions**

The following are considered *insiders* for this policy:

1. Each Board of Directors or other governing body member including Committee members.

2. The president, treasurer, executive director, or any person with the responsibilities of any of these positions (whether or not the person is an officer of the Organization under the Organization's Bylaws).

3. Any *key employee*, meaning an employee whose total annual compensation (including benefits) from the organization and its affiliates is more than $150,000 **and** who (a) has responsibilities or influence over the organization similar to that of officers, directors, or trustees; **or** (b) manages a program that represents 10% or more of the activities, assets, income, or expenses of the organization; **or** (c) has or shares authority to control 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.

*Interest* means any commitment, investment, relationship, obligation, or involvement, financial or otherwise, direct or indirect, that may influence a person's judgment, including receipt of compensation from the Organization, a sale, loan, or exchange transaction with the Organization.

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

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or any entity or individual with which the Organization 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 Organization is negotiating a transaction or arrangement.

*Compensation* includes direct and indirect remuneration and gifts or favors that are not insubstantial.

A *conflict of interest* is present when, in the judgment of the Board of Directors, an insider's stake in the transaction is such that it reduces the likelihood that an insider's influence can be exercised impartially in the best interests of the Organization.

*Transaction* means any transaction, agreement, or arrangement between an insider and the Organization or between the Organization and any third party where an insider is interested in the transaction or any party to it.

**Article III: Procedures**

*1. Duty to Disclose*

Each insider shall disclose to the Board all material facts regarding their interest in the transaction promptly upon learning of the proposed transaction.

*2. Determining Whether a Conflict of Interest Exists*

Concerning an insider, the Board shall determine if a conflict of interest exists. The insider(s) and any other interested person(s) involved with the transaction shall not be present during the Board's discussion or determination of whether a conflict of interest exists, except as provided in Article IV below.

*3. Procedures for Addressing a Conflict of Interest*

The Board shall follow the procedures outlined in Article IV to decide what measures are needed to protect the Organization's interests in light of the nature and seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate.

**Article IV: Review by the Board**

The Board may ask questions of and receive presentation(s) from the insider(s) and any other interested person(s) but shall deliberate and vote on the transaction in the interested party's absence. The Board shall ascertain all material facts regarding the transaction and that the insider's conflict of interest has been disclosed to the Board, which shall include appropriate data, such as comparability studies, to determine fair market value for the transaction.

After exercising due diligence, which may include investigating alternatives that present no conflict, the Board shall determine whether the transaction is in the Organization's best interest, for its benefit, and whether it is fair and reasonable to the Organization; the majority of disinterested members of the Board then in office may approve the transaction.

**Article V: Records of Proceedings**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while determining a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

The minutes of any meeting of the Board according to this policy shall contain the name of each insider who disclosed or was otherwise determined to have an interest in a transaction, the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the Board who were present during the deliberations on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

**Article VI: Annual Disclosure and Compliance Statements**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually agree at the annual meeting that they:

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

The Secretary is responsible for emailing the Conflict of Interest policy to Board members and recording their affirmation in the annual meeting minutes.

**Article VII: Violations**

If the Board has reasonable cause to believe an insider of the Organization has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and allow the insider to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board determines that the insider has failed to disclose an actual or potential conflict of interest, the Board shall take appropriate disciplinary and corrective action.

**Article VIII: Annual Reviews**

To ensure that the Organization operates in a manner consistent with the status as an organization exempt from federal income tax, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified.