

## CONFLICT OF INTEREST POLICY

### OF THE RED TENT WOMEN'S INITIATIVE INCORPORATED

**Adopted by Resolution of the Board of Directors on August 21, 2018**

#### **I. Purpose:**

The purpose of this Conflict of Interest policy is to protect the interest of The Red Tent Women's Initiative Incorporated (the Organization) when it is contemplating entering into a transaction or arrangement that might benefit a Director's or officer's own personal, professional, or business interests.

#### **II. Definitions:**

**Interested Party** – Any director or officer 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

- 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 with any entity or individual with which the Organization has a transaction or arrangements, or
- c. A potential ownership or investment interest in, or compensation agreement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

#### **III. Procedures:**

**Duty to Disclose** – In connection with any actual or possible conflict of interest, an interested party must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.

**Determining Whether a Conflict of Interest Exists** – The members of the Board of Directors, other than the interested party, will decide if a conflict of interest exists.

**If a Conflict of Interest Does Exist** – The Board of Directors shall determine whether the Organization 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 shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with this determination, the Board of Directors shall make its decision as to whether to enter into the transaction or arrangement.

#### **IV – Violations of the Conflicts of Interest Policy:**

If the Board of Directors 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 of such belief and afford the

member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and making further investigation as warranted by the circumstances, the Board of Directors determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**V. Records of Proceedings:**

The Board of Directors shall maintain minutes of any meetings where a conflict of interest was disclosed by an interested party or where a member was found to have violated the conflict of interest policy.

**VI. Compensation:**

No member of the Board of Directors who receives compensation for services from the Organization is precluded from voting on matters pertaining to that member's compensation.

**VII. Annual Statements:**

Each director or officer shall annually affirm that such person has received a copy of the conflict of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands the Organization 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.