

Sky Soldiers Foundation Conflict of Interest Policy

It is in the best interest of the Sky Soldiers Foundation to be aware of and properly manage all conflicts of interest. This **Conflict of Interest Policy** is designed to help board members and volunteers of the Sky Soldiers Foundation identify situations that present possible conflicts of interest and to provide the Sky Soldiers Foundation with a procedure whereby such potential conflicts may be reviewed by an appropriate party when necessary. This policy is intended to supplement but not replace an applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

1. **Conflicts of Interest Defined.** In this policy, a person with a conflict of interest is referred to as an “Interested Person.” For purposes of this Policy, the following circumstances shall be deemed to create a Conflict of Interest.
 - a. A director, officer, or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with the Sky Soldiers Foundation for goods or services.
 - b. A director, officer, or volunteer, (or family member of any of the foregoing) has a material financial interest in a transaction between the Sky Soldiers Foundation and an entity in which the director, officer, or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or another legal representative.
 - c. A director, officer, or volunteer, (or family member of any of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the Sky Soldiers Foundation.

Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of the Sky Soldiers Foundation. All such circumstances should be disclosed to the board as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the Sky Soldiers Foundation are not compromised by the personal interests of stakeholders in the organization.

Gifts, Gratuities, and Entertainment: Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the Sky Soldiers Foundation.

2. **Definitions.**

- a. A “conflict of Interest” is any circumstance described in Part I of this Policy

- b. An “Interested Person” is any person serving as an officer, member of the Board of Directors, or volunteer of the Sky Soldiers Foundation or a major donor of the Sky Soldiers Foundation or anyone else who is in a position of control over the Sky Soldiers Foundation who has a personal interest that is in conflict with interests of the Sky Soldiers Foundation.
- c. A “Family Member” is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of an Interested Person.
- d. A “Material Financial Interest” is an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect as Interested Person’s or Family Member’s judgment with respect to which entity is a party.
- e. A “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or exercise of control over another organization. The making of a gift to the Sky Soldiers Foundation is not a Contract or Transaction.

3. Procedures.

- a. Prior to board or committee action a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is attendance the meeting shall disclose all facts material to the conflict of Interest. Such discloser shall be reflected in the minutes of the meeting. Any board members that are aware that volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of discloser.
- b. A director or committee member who plans not to attend a meeting at which he or she has a reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the discloser at the meeting and the discloser shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the boards or committee’s discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- e. The person having a conflict of interest may not vote on a Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person’s ineligibility to vote shall reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of the Sky Soldiers Foundation has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.

- f. Interested Persons who are not members of the Board of Directors of the Sky Soldiers Foundation, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of the Board or committee action, shall disclose to the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect the Sky Soldiers Foundation participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

- 4. **Confidentiality.** Each director, officer, and volunteer shall exercise care not to disclose confidential information acquired in connection with this disclosure of conflicts of interest or potential conflicts, which might be adverse to the interests of the Sky Soldiers Foundation. Furthermore, directors, officers, and volunteers shall not disclose or use information relating to the business of the Sky Soldiers Foundation for their personal profit or advantage or personal profit or advantage of their Family Members.
- 5. **Administration of Policy.** Each board member and volunteer shall be provided with and asked to review a copy of the Policy and to acknowledge in writing that he or she has done so.
 - a. Annually each director, officer, and volunteer shall complete a disclosure form identifying any relationship, positions or circumstances in which he or she is involved that he or she believes could be a conflict to a Conflict of Interest.
 - b. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all volunteers.
- 6. **Acknowledgement of Conflict of Interest Policy.** The undersigned hereby acknowledges that he or she has read the Sky Soldiers Foundation Conflict of Interest Policy, has had an opportunity to ask questions that he or she may have about the policy, and understands and agrees to comply with the policy.

Signature: _____

Date: _____

Print Name: _____

Position: _____