

### Conflict of Interest

Wild Ones' national board directors, officers, members of a board committee (a committee with board-delegated powers), members and employees shall avoid the appearance or actuality of private benefit to those in a position of substantial authority. When an actual or potential conflict of interest arises, this policy shall direct the decision of the governing body. This policy is intended to supplement but not replace state laws governing conflicts of interest in nonprofit charitable corporations.

A Conflict of Interest may exist if an Interested Person (defined as a Wild Ones director, officer, member of a board committee, member or employee) has a direct or indirect financial interest, such as:

1. An ownership or investment interest in any entity with which Wild Ones has a transaction or arrangement, or
2. A compensation arrangement with Wild Ones or with any entity or individual with which Wild Ones has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Wild Ones is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. An indirect interest would be defined as one involving spouse, significant other, or family.

Not every financial interest creates an actionable conflict of interest. A financial interest is a Conflict of Interest only if the board or designated committee decides that a conflict exists.

The Interested Person has a:

1. Duty to Disclose. The Interested Person shall disclose the existence of their financial interest and be given the opportunity to disclose all material facts to the directors or members of a board committee considering the proposed transaction or arrangement.
2. Responsibility to Recuse. The Interested Person shall recuse themselves from participation in any conversation, action, development, or vote on any item or situation in which they have a financial interest, including but not limited to compensation, contracts, financial transactions, acquisitions/ divestments, hiring, assessment, opinion, recommendation, or the like.

### **ANNUAL COMPLIANCE STATEMENTS**

Each national director, officer, member of a board committee, and employee shall annually sign a statement which affirms that such person:

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

The undersigned director, corporate officer, employee, or member of a committee with Board-delegated powers hereby acknowledges that he/she has received the Conflict of Interest Policy and affirms that he/she has read it, understands it, and agrees to comply with it. Further, the undersigned affirms that he/she understands that Wild Ones is a 501 (c) (3) nonprofit charitable corporation, and that in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes and comply with all rules, regulations, and statutes as defined and designated by the Federal Internal Revenue Service.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Select one:    ☐ **Director**       ☐ **Corporate Officer**       ☐ **Employee**       ☐ **Committee Member**