

# **DRESDEN SISTER CITY INC. CONFLICT OF INTEREST POLICY**

The Board of Trustees (the “Board”) of Dresden Sister City, Inc., an Ohio non-profit corporation (the “Corporation”) which has qualified for tax-free treatment in accordance with Internal Revenue Code section 501(c)(3), has adopted the following policy for identifying and avoiding any possible conflict of interest which might exist between a member of the Board or an officer of the Corporation and the Corporation itself:

## **1. Definitions.**

- 1.1. Compensation. For purposes of this Policy, the term “compensation” shall include any direct or indirect remuneration paid for services rendered or to be rendered. It shall include remuneration paid in the form of ownership interests in an entity and emoluments of any kind associated with the performance of those services.
- 1.2. Conflict of Interest. A “Conflict of Interest” shall refer to any set of circumstances in which a Financial Interest or Personal Interest (as those terms are defined below) affects, or with knowledge of all facts and circumstances might reasonably be deemed to affect, the judgment of an Interested Person (as defined below) in the exercise of any duty or responsibility owed to the Corporation.
- 1.3. Financial Interest. Any of the following interests shall be deemed a Financial Interest for purposes of this policy:
  - 1.3.1. An ownership or investment interest (whether directly or through a company owned or controlled by the applicable individual) in any entity with which the Corporation has or is contemplating a business transaction.
  - 1.3.2. A right to receive compensation from any entity with which the Corporation has or is contemplating a business transaction.
- 1.4. Interested Person. Any trustee, executive director, manager, or other person who has the authority to make or to participate in making decisions on behalf of the Corporation by virtue of the powers of that person’s office is an Interested Person with respect to the Corporation.
- 1.5. Personal Interest. A “Personal Interest” shall be an interest in the outcome of a decision which is based on a direct or indirect family relationship or a relationship with a “significant other.”

## **2. Duty to Disclose.**

- 2.1. Any Interested Person shall disclose to the Board of Trustees, or to any committee of the Board of Trustees entrusted with ascertaining whether a Conflict of Interest exists or is threatened, any Financial Interest or any Personal Interest which that person has in an existing transaction of the Corporation or a transaction which is being contemplated by the Corporation.

2.2. Disclosure of a Financial Interest shall take place in the following manner:

2.2.1. By completing and submitting a form furnished by the Corporation to the Interested Person for that purpose. Any information disclosed on the form shall be used only for purposes of determining whether a Conflict of Interest exists and shall remain confidential.

2.2.2. By self-disclosure, if the Interested Person learns of a contemplated transaction in which the Interested Person might have a Financial Interest or Personal Interest. Self-disclosure may be made to any Trustee.

2.2.3. In response to a question posed to the Interested Person by any Trustee.

3. **Determining whether a Conflict of Interest Exists and Corrective Action**

3.1. All disclosures shall initially be reviewed by the Board of Trustees. If the Board determines that further investigation is appropriate, the Board shall assign this responsibility to one member of the Board, who shall make any additional investigation deemed necessary and report his/her findings to the Board. Any decision by the Board shall be made in a meeting at which a quorum is present and the Interested Person shall be excused from the meeting while the potential conflict is being considered by the Board.

3.1.1. If the Board determines that a conflict exists, the Board shall determine whether a transaction or relationship which is more advantageous to the Corporation can be achieved from a person or entity which does not involve a Conflict of Interest. After making this determination, the Board shall decide by a majority of disinterested directors whether to maintain the transaction or relationship which gives rise to the Conflict of Interest or to terminate the transaction or relationship in favor of a transaction or relationship which does not give rise to a Conflict of Interest.

3.1.2. Even if the Board determines that it is in the Corporation's best interest to maintain the transaction or relationship despite the Conflict of Interest, the Board shall nevertheless bring the Conflict of Interest to the attention of the members at the next meeting of members for the election of Trustees. The Board shall also review the conflict at the time of the next transaction with the person or entity giving rise to the Conflict of Interest.

4. **Records of Proceedings**

4.1. The minutes of the board shall include as to any Conflict of Interest considered by the board:

4.1.1. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, a brief description of any steps taken to confirm the presence of a Conflict of Interest, the board's decision as to whether a Conflict of Interest in fact existed, any alternatives

considered by the Board to remove the Conflict of Interest, and any corrective measures taken.

5. **Gifts and Contributions**

5.1. Interested Persons shall not accept cash, gifts, excessive or unusual entertainment or other favors from any outside concern which does or is seeking to do business with the Corporation. Organizations wishing to express their appreciation for a business relationship shall be encouraged to support the Corporation's mission through a contribution to the Corporation.

6. **Annual Statements**

6.1. Each Interested Person shall annually sign a statement which affirms that such person:

6.1.1. Has reviewed a copy of the Corporation's conflict of interest policy and is familiar with the policy;

6.1.2. Has agreed to comply with the policy; and

6.1.3. Understands that the Corporation is a charitable organization and that in order to maintain its federal exemption and its reputation in the public the Corporation must engage in activities which accomplish one or more of its tax-exempt purposes.