

# 20/20 VISION Youth

## ADOPTED CONFLICT OF INTEREST POLICY

### Section 1 – Purpose

The purpose of the Conflict-of-Interest policy is to protect 20/20 Vision Youth, interest when it is contemplating entering in a transaction or arrangement that might benefit the private interest of officer or Director of 20/20 Vision Youth or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing Conflict of Interest applicable to nonprofit and charitable organizations.

### Section II – Definitions

#### 1. Interested Person

Any Director, Principal Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an Interested person.

#### 2. 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, 20/20 Vision Youth has transactions or arrangements.
- b). A compensation arrangement with 20/20 Vision Youth, or with any entity or individual, with which 20/20 Vision Youth, has a transaction or arrangement, or
- c). A potential ownership or investment interest in or compensation arrangement with any entity or individual with which 20/20 Vision Youth is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as a gift or favors that are not insubstantial. A Financial Interest is not necessarily a Conflict of Interest. Under Article III, Section 2, a person who has a Financial Interest may have Conflict of Interest only if the appropriate governing board or committee decides that a Conflict of Interest exists.

### Section III - Procedures

#### 1. Duty to Disclose

Regarding to any actual or possible Conflict of Interest, an interested person must disclose the existence of the financial and be given the opportunity to disclose all material facts to the directors and members of committee with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the interested person he/she shall leave the governing board or committee meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining board or committee members shall decide if a Conflict of Interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

- a). An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest.**
- b). The Chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.**
- c). After exercising due diligence, the governing board or committee shall determine whether 20/20 Vision Youth 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.**
- d). In more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in 20/20 Vision Youth best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.**

### **4. Violations of the Conflicts of Interest Policy**

- a). If the governing board or committee 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 for such belief and afford the member an opportunity to explain the alleged failure to disclose.**
- b). If, after hearing the member's response and after making further investigation warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.**

### **Section IV – Records of Proceedings**

The minutes of the governing board and all committee with board delegated powers shall contain:

- a). The names of the persons who disclosed or otherwise were found to have a Financial Interest connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present and the governing boards or committee's decision as to whether a Conflict of Interest in fact existed.**
- b). The names of the person who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken relating to proceedings.**

### **Section V – Compensation**

- a). A voting member of the governing board who receives compensation, directly or indirectly, from 20/20 Vision Youth, for services is precluded from voting on matters pertaining to that member's compensation.**

b). A voting member of a committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from 20/20 Vision Youth, for services is precluded from voting on matter pertaining to that member's compensation.

c). No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from 20/20 Vision Youth, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Section VI – Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Conflict of Interest policy.
- b. Has read and understand the policy.
- c. Has agreed to comply with the policy, and
- d. Understand 20/20 Vision Youth is charitable and to maintain its Federal Tax Exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section VII – Periodic Reviews**

To ensure 20/20 Vision Youth operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a). Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b). Whether partnerships, joint ventures, and arrangements with management organizations conform to 20/20 Vision Youth, written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in the impermissible private benefit or in an excess benefit transaction.

## **Section VIII – Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, 20/20 Vision Youth may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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Signed by the President of the Corporation Cory Hollaman

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Date