



Board Conflict of Interest Policy and Disclosure Statement

Purpose: The purpose of this policy is to provide a systematic and ongoing method of assisting members of the Board of Directors in disclosing and resolving potential conflicts of interest, thus assuring the community and the public at large of the good faith and integrity of the officers and members of the Board of Directors in the management of Whiskers Animal Benevolent League. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Policy: It is the policy of Whiskers Animal Benevolent League that all Directors shall exercise the utmost good faith in all transactions touching upon their duties to Whiskers Animal Benevolent League and its property. In their dealings with and on behalf of Whiskers Animal Benevolent League, their judgments and determinations shall be guided by a rule of honest and fair dealing between themselves and Whiskers Animal Benevolent League.

It is the policy of Whiskers Animal Benevolent League that any duality of interest or possible conflict of interest on the part of any Director be disclosed to other members of the Board of Directors. This disclosure should include the nature of the external interest that could potentially conflict with the individual's role as a director, and the assurance of the Director that he/she will abstain from involvement in any Board decision wherein such external interests could potentially conflict with the interests of Whiskers Animal Benevolent League.

Responsibilities: The individual Director is responsible for disclosure to the Board of any potential conflict of interest. The President of the Board has the responsibility of informing each Director-elect of such policy and receiving assurance of compliance should such Director-elect agree to serve as a member of the Board.

Procedure:

Each newly-elected director upon joining the board and continuing officers and directors on an annual basis shall disclose in writing on a Whiskers Animal Benevolent League Conflict of Interest Disclosure Statement form to the board president the nature of any external interests that potentially conflict with their interest as a director. Such conflict(s) of interest may include but not be limited to personal gain or financial interests, defined as any person having directly or indirectly, through business, investment or family: a) an ownership or investment interest in any entity with which Whiskers Animal Benevolent League have a transaction or arrangement, b) a compensation arrangement with Whiskers Animal Benevolent League or with any entity or individual with which the organization has a transaction or arrangement, or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Whiskers Animal Benevolent League is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. Other areas requiring disclosure include the purchase or sale of property or property rights and interests potentially in competition with Whiskers Animal Benevolent League, and/or involvement with organizations providing services similar to Whiskers Animal Benevolent League.

Whenever a director assumes new external interests that potentially conflict with his/her/their role as a director of Whiskers Animal Benevolent League, such individual will disclose, in writing, the nature of such external interests.

The president of the Board of Directors will distribute a disclosure statement to all directors annually to be completed and returned. Completed disclosure statements will be reviewed by the Officers of the Board for their consideration and recommendation for further action.

Questions relating to the possible existence of a conflict of interest shall be directed to Whiskers Animal Benevolent League legal consultant for his/her/their review and determination.

Whenever a matter being deliberated by the Board of Directors or any committee or subcommittee of the board creates a potential conflict of interest for any director, such director will neither vote nor influence the decision of the board or committee, nor be counted in determining the quorum for the vote. The foregoing will not be construed as preventing any director from stating his/her/their position on any board matter, nor from providing information to other directors on any board matter.

It is expected that following a director's statement of his/her/their position on a given issue, that he/she/they will leave the meeting during further discussion of and the vote on the transaction or arrangement that results in the conflict of interest. The minutes of the meeting will record the name of the person(s) who disclosed conflicting interests, the nature of the conflicting interests and note of their abstention from the discussion and vote. The minutes of the meeting will also reflect the justification for determining the quorum.

If a board or committee has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, he/she/they shall inform the board of the basis for such belief and the board president shall afford the director an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the director and making such further investigation as may be warranted under the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

If the board or committee has reasonable cause to believe that a director has failed to disclose an actual or possible conflict of interest after a vote has been taken, then the board or committee shall consider whether another discussion and/or vote on the matter is necessary or appropriate, and shall refrain to the extent practical from acting on the basis of the initial board or committee action until such reconsideration has occurred.



Directors and Officers Conflict of Interest Disclosure Statement

Pursuant to the purposes and intent of the policy on conflicts of interest requiring disclosure of certain interests, adopted by the Board of Directors, a copy of which has been furnished to me, I hereby state I have read, understand and agree to comply with the policy. I understand the policy applies to all committees and subcommittees having board-delegated powers. I understand Whiskers Animal Benevolent League is a charitable organization that must engage primarily in activities that accomplish one or more of their tax-exempt purposes to maintain their tax-exempt status. I hereby state I and/or members of my immediate family have no affiliations or interests and have taken part in no transaction which, when considered in conjunction with my relation to Whiskers Animal Benevolent League, might constitute a conflict of interest, except as is noted below. (If none, write "None". Use and attach additional paper if more space is needed.)

I also agree to report to the president(s) of the Board of Directors any situation(s) that may develop in the above areas before completion of the next annual disclosure statement.

Printed Name: _____

Signature: _____ Date: _____