

## Columbia Public Schools Foundation Conflict of Interest Policy

**Section 1.0. Conflict Defined.** A conflict of interest may exist when the interests or activities of any director, officer, or employee may be seen as competing with the interests or activities of the organization, or the director, officer, or employee derives a financial or other material gain as a result of a direct or indirect relationship.

**Section 2.0. Disclosure Required.** Any possible conflict of interest shall be disclosed to the board of directors by the person concerned, if that person is a director or an officer of the organization, or to the president, or to such person or persons as he or she may designate, if the disclosing person is not a director or officer of the organization.

**Section 3.0. Abstinance from Vote.** When any conflict of interest relates to a matter requiring action by the board of directors, the interested person shall call it to the attention of the board of directors or its appropriate committee, and such person shall not vote on the matter; provided however, that any director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the board of directors of a committee thereof.

**Section 4.0. Absence from Discussion.** Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the board or committee with any and all relevant information.

**Section 5.0. Minutes.** The minutes of the meeting of the board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the board of directors or its committee, excluding the person concerning whose situation the doubt has arisen.

**Section 6.0. Annual Review.** A copy of this conflict of interest bylaw shall be furnished to each director, officer, or employee who is presently serving the organization, or who may hereafter become associated with the organization. This policy shall be reviewed annually for the information and guidance of directors, officers, and staff members. Any new director, officer, and employee shall be advised of this policy upon undertaking the duties of such office. Directors, officers, and employees shall sign a form acknowledging that they have received, read, and understood this policy, and agree to abide by it.

**Section 7.0. Autonomy from School Districts and Governmental Authorities.** This organization in making decisions shall maintain independence and autonomy from all public school districts, governmental authorities, and related entities. This section shall not be construed as precluding membership in this organization by individuals who

are employed by school districts, governmental authorities or related entities, or who otherwise serve in an official capacity therein.

**Section 8.0 Loans to Directors and Officers Prohibited.** No loans or advances, other than customary travel advances, shall be made by the organization to any of its directors or officers.

**Section 9.0. No Private Inurement.** The organization is not organized for profit and is to be operated exclusively for one or more of the purposes specified in its Articles of Incorporation. The net earnings of the organization shall be devoted exclusively to nonprofit purposes and shall not inure to the benefit of any private individual. No director or person from whom the organization may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the organization be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the board of directors, provided, however, that (i) reasonable compensation may be paid to any director while acting as an agent, including consultant, contractor, or employee of the organization for services rendered in affecting one or more of the purposes of the organization; and (ii) any director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the organization.