



CONFLICT OF INTEREST POLICY

I. Application of Policy

This policy applies to board members, staff and certain volunteers of END HIV OKLAHOMA, INC. A volunteer is covered under this policy if that person has been granted significant independent decision making authority with respect to financial and other resources of END HIV OKLAHOMA, INC. Persons covered under this policy are hereinafter referred to as "interested parties".

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns END HIV OKLAHOMA, INC. There are a variety of situations that raise conflict of interest concerns, but not limited to the following.

Financial Interests -A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by END HIV OKLAHOMA, INC. Examples include situations where:

- END HIV OKLAHOMA, INC contracts to purchase or lease goods, services or properties from an interested party or a relative or business associate of an interested party;
- END HIV OKLAHOMA, INC purchases an ownership interest in or invests in a business entity owned by an interested party or by a relative or business associate of an interested party;
- END HIV OKLAHOMA, INC offers employment to an interested party or a relative or business associate of an interested party, other than a person that is already employed by END HIV OKLAHOMA, INC;
- An interested party or a relative or business associate of an interested party is provided with a gift, gratuity or favor of a substantial nature from a person or entity which does business or seeks to do business with END HIV OKLAHOMA, INC.

Other Interests -A conflict may exist where an interested party or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his or her relationship with END HIV OKLAHOMA, INC, or where his or her duty or responsibility owed to END HIV OKLAHOMA, INC conflicts with a duty or duty owed to some other organization. Examples include where:

- An interested party seeks to obtain preferential treatment by END HIV OKLAHOMA, INC for himself, a relative, or business associate;
- An interested party seeks to make use of confidential information obtained from END HIV OKLAHOMA, INC for his own benefit, or for the benefit of a relative, business associate or other organization;
- An interested party seeks to take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity which he or she has reason to believe would be of interest to END HIV OKLAHOMA, INC.

III. Disclosure of Actual or Potential Conflicts of Interest

An interested party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

An interested party shall complete a questionnaire, in the form attached hereto, to fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon his or her association with END HIV OKLAHOMA, INC and shall be updated annually thereafter. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

For board members, the disclosure statements shall be provided to the board President, or in the case of the President's disclosure statement shall be provided to the Secretary/Treasurer of the Board. Copies shall also be provided to the President and Executive Director of END HIV OKLAHOMA, INC.

In case of staff or volunteers with significant decision-making authority, the disclosure statements shall be provided to the President and Executive Director of END HIV OKLAHOMA, INC or in the case of the President and Executive Director's disclosure statement shall be provided to the Secretary/Treasurer.

The Secretary/Treasurer of the board of directors shall file copies of all disclosure statements with the official corporate records of END HIV OKLAHOMA, INC.

IV. Procedures for Review of Actual or Potential Conflicts - Generally

Whenever there is reason to believe that actual or potential conflict of interest exists between END HIV OKLAHOMA, INC and an interested party, the board of directors shall determine the appropriate organizational response. This shall include, but not necessarily limited to, invoking the procedures described in Section IV, below, with respect to a specific proposed action or transaction.

Where the actual or potential conflict involves and employee of END HIV OKLAHOMA, INC other than the President or Executive Director, the President and Executive Director shall, in the first instance, be responsible for reviewing the matter and may take appropriate action as necessary to protect the interest of END HIV OKLAHOMA, INC. The President and Executive Director shall report to the board the results of any review and the action taken. The board shall determine in any further board review or action is required.

V. Procedures for Addressing Conflicts of Interests - Specific Transactions

Where an actual or potential conflict exists between the interests of END HIV OKLAHOMA, INC and an interested party with respect to a specific proposed action or transaction, END HIV OKLAHOMA, INC shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the board of directors of END HIV OKLAHOMA, INC. The following procedures shall apply:

- An interested party who has an actual or potential conflict of interest with respect to a proposed action or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision making of END HIV OKLAHOMA, INC with respect to such action or transaction. The interested party may, upon request be available to answer questions or provide material factual information about the proposed action or transaction.
- The disinterested members of the board of directors may approve the proposed action or transaction upon finding that it is in the best interests of the corporation. The board shall consider the whether the terms of the proposed transaction are fair and reasonable to END HIV OKLAHOMA, INC and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- Approval by the disinterested members of the board of directors shall be by vote by a majority of the directors in attendance at a meeting at which a quorum is present, nor for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

VI. Violations of Conflict of Interest Policy

If the board of directors has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

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



Conflict of Interest Disclosure Statement

Please complete the questionnaire below, indicating any actual or potential conflicts of interest. If you answer "yes" to any of the questions, please provide a written description of the details of the specific action or transaction in the space allowed. Attach additional sheets as needed.

Financial interests -A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by END HIV OKLAHOMA, INC.

Please indicate, during the past 12 months:

) Has the END HIV OKLAHOMA, INC contracted to purchase or lease goods, services or property from you, or from any of your relatives or business associates?

Yes

No

If yes, please describe:

Has END HIV OKLAHOMA, INC purchased an ownership interest in or invested in a business entity owned by you, or owned by any of your relatives or business associates?

Yes

No

If yes, please describe:

Has END HIV OKLAHOMA, INC. offered employment to you, or to any of your relatives or business associates, other than a person who was already employed by END HIV OKLAHOMA, INC.?

Yes

No

If yes, please describe:

Have you, or have any of your relatives or business associates been provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business with END HIV OKLAHOMA, INC.?

Yes

No

If yes, please describe:

Have you or any of your relatives or business associates been gratuitously provided use of the facilities, property, or services of END HIV OKLAHOMA, INC.?

Yes

No

If yes, please describe:

Other interests -A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his/her relationship END HIV OKLAHOMA, INC., or where his/her duty or responsibility owed to END HIV OKLAHOMA, INC. conflicts with a duty or responsibility owed to some other organization.

Please indicate if at any time during the past twelve months:

Did you obtain preferential treatment by END HIV OKLAHOMA, INC. for yourself, or for any of your relatives or business associates?

Yes

No

If yes, please describe:

Did you make use of confidential information obtained from END HIV OKLAHOMA, INC for your own benefit or for the benefit of a relative, business associate or other organization?

Yes

No

If yes, please describe:

Did you take advantage of an opportunity or enable a relative, business associate or other organization to take advantage of an opportunity, which you had reason to believe would be of interest to END HIV OKLAHOMA, INC.?

Yes

No

If yes, please describe:

Name (please print)

Signature

Date



CONFLICT OF INTEREST ACKNOWLEDGEMENT FORM

This Agreement is made this _____ day of _____, 20__ by and between End HIV Oklahoma Inc. and _____

I _____ have received and carefully read the Conflict of Interest Policy for board members, staff and volunteers END HIV OKLAHOMA, INC and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that END HIV OKLAHOMA, INC. is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Except as otherwise indicated in the Disclosure Statement and attachments, if any, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of END HIV OKLAHOMA, INC., nor does any relative or business associate have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the President of the Board of Directors of END HIV OKLAHOMA, INC. or to the board, as applicable.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (please print) _____

Signature

Date