

CROOKED CREEK ART LEAGUE CONFLICT OF INTEREST POLICY AND DECLARATION

Definitions:

Interested Person: Any director, officer, or member of a committee with powers delegated by the CCAL Board of Directors, who has a direct or indirect financial interest, as defined below, is an “interested person”.

Financial and Other Interests: A person has a “financial interest” if the person has, directly or indirectly, through business investment, family, or other close personal relationship: a. An ownership or investment interest in any entity with which CCAL has a transaction or arrangement; b. A compensation arrangement with CCAL or with any entity or individual with which CCAL has a transaction or arrangement; or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

Policies

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts as to the relationship or interest and as to the transaction or contract to the Board of Directors and/or members of committees with Board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all materials facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while determination of a conflict of interest is discussed and voted upon. The interested person may be included in determining the presence of a quorum at a meeting of the board, a committee of the board, or members that authorizes the contract or transaction.

Procedures for Addressing the Conflict of Interest: An interested person may make a presentation to the Board, 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. After exercising due diligence, the Board or committee shall determine whether a conflict exists. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the 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 as determined by the board.

Annual Statement: Each director shall annually sign a statement, which affirms such person: a. has received a copy of the conflicts of interest policy; b. has read and understands the policy; c. has agreed to comply with the policy; and understands CCAL is a non-profit corporation and, in order to maintain its tax-exempt purposes.

CROOKED CREEK ART LEAGUE
CONFLICT OF INTEREST STATEMENT

- In the course of their term as directors, Board members have a duty to subordinate personal interest to the welfare of the Crooked Creek Art League (“League”) and those we serve. Personal interests that may conflict with those of the League can be financial, derive from personal relationships and/or involve status or power. A Board member may have a conflict of interest when the Board member is aware that s/he or a member of his/her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative or life partner if the latter reside in the same household as the Board member), or any organization in which such Board member, or a member of his/her family is an officer, director, employee, member, partner, trustee, interest in a decision and/or action of the League.
- Board members are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which could obligate or induce or appear to obligate or induce the board member to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, solely in the best interest of the League.
- Since it is not possible to write a policy that covers all potential conflicts, board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests.
- Any possible conflict of interests on the part of any Board member should be disclosed to the other Board members and made a matter of record, either through an annual procedure or at the earliest possible time when the interest becomes a matter of Board action or potential Board action.
- Any Board member having a conflict of interest should not vote on or use his/her personal influence with regard to the matter, and he/she should not be counted as part of a quorum for that portion of the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.
- Board members confirm their commitment to adhere to the provisions of the Sarbanes Oxley Act of 2002 as relates to accounting and governance principles.

CROOKED CREEK ART LEAGUE

Conflict of Interest Statement

I have read and am familiar with the board policy of the Crooked Creek Art League concerning conflict of interest, and I have initialed the line opposite the appropriate paragraph below.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this board.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this board, except such interest or action fully disclosed below:

I agree to comply with the CCAL Conflict of Interest policy and procedures. I understand that if an issue arises in the course of Board discussions or my activities as a director that creates a conflict or apparent conflict of interest for me, I will disclose that interest to the rest of the Board at the outset of the Board's discussion, and will abide by the Board's decision regarding my further participation. I will recuse myself for the consideration of any issue in which I, or a family member have a financial interest or about which I am not able to be objective for any reason.

Board member signature _____

Please print name _____

Date _____