

JESSE KLUMP MEMORIAL FUND, INC. CONFIDENTIALITY POLICY

The Jesse Klump Memorial Fund, Inc. (hereafter “Organization,” and in that context meaning Officers, Board Members, staff, volunteers, and clients) wishes to protect its confidential information and that of its Officers, Board Members, staff, volunteers, and clients.

ARTICLE 1. DEFINITIONS

Confidential Information shall mean, but is not limited to, plans, processes, reports, financials, business or strategic plans, compensation, donor lists and donors, client lists and clients (including, but not limited to, clients or donors of the Organization and any information relating or belonging to Organization’s clients, donors, customers, and any other third-party individuals Organization transacts with whether furnished before or after the date hereof, oral or written, and regardless of the form of communication or the manner in which it is furnished.

Organization Records shall mean any document or record concerning the business and affairs of the Organization.

Party shall mean Organization or Employee and Parties shall mean both Organization and Employee.

Representative shall mean any person, such person's affiliates and its and their directors, shareholders, partners, members, officers, employees, consultants, independent contractors, agents, advisors (including, without limitation, financial advisors, counsel and accountants) and controlling persons.

ARTICLE 2. CONFIDENTIALITY

The Organization acknowledges that the provision of services, goods and resources to those economically or traditionally disadvantaged largely depends upon the public’s trust (herein the “Mission”). Any direct or indirect disclosure of Confidential Information to anyone outside of the Organization would threaten the Mission and operations of Organization, cause the public to lose trust in the Organization, and would do damage, monetary or otherwise, to the Organization’s Mission.

For the purposes of this policy, Confidential Information shall not include information that: (a) is readily available to the public in the same or an equally useable form as that maintained by Organization; (b) has been lawfully received from an independent third party without any restriction and without any obligation of confidentiality; or (c) has been independently developed without access to or knowledge or use of the Confidential Information.

ARTICLE 3. MAINTAINING CONFIDENTIALITY

The Organization shall not divulge, disclose, provide or disseminate, in any manner to any person or entity at any time, the Confidential Information described in Article 2 of this policy, Confidential Information which may affect the Mission of Organization or matters relating to the Mission of Organization without Organization's express consent in writing. Pursuant to such maintenance, the Organization shall: (i) attempt in every reasonable way to prevent intentional or unintentional unauthorized use or disclosure of Confidential Information and Organization Records; (ii) promptly notify the Organization of an unauthorized use, copying or disclosure of Confidential Information or Organization Records; and (iii) assist the Organization in every reasonable way to retrieve wrongfully disclosed Confidential Information, or Organization Records, and/or terminate unauthorized use or disclosure.

- (a) Take reasonable steps to maintain the secrecy of Confidential Information, including, but not limited to, maintaining the physical security of Confidential Information by using locked drawers, computer passwords and marking documents as “Confidential.”
- (b) Refrain from discussing the business of Organization or its donors in public places or common areas.
- (c) Take reasonable efforts to avoid inadvertent disclosure caused by things including, but not limited to, open doors, speaker phones, etc.;
- and (d) When destroying Organization Records or documents containing Confidential Information, take the appropriate steps to ensure that such destruction is done properly.

ARTICLE 4. DISCLOSURE OF CONFIDENTIAL INFORMATION

The Organization shall not, directly or indirectly, in any capacity, make known, disclose, furnish, make available or utilize any of the Confidential Information of the Organization other than in the proper performance

of the duties contemplated herein, or as required by a court of competent jurisdiction or other administrative or legislative body. Notwithstanding the foregoing, Organization may consent to information being disclosed, provided prior written consent is obtained.

ARTICLE 5. GOVERNING LAW AND REMEDIES

This policy shall be governed by, and construed in accordance with, the laws of the State of Maryland, without giving effect to its principles or rules regarding conflicts of laws. Each party hereby consents to, and subsequently waives any objection of, the institution and resolution of any action, or proceeding, of any kind or nature with respect to, or arising out of, this policy brought by any Party in the federal or state courts located within the State of Maryland.

ARTICLE 6. SEVERABILITY

In the event any one or more of the provisions of this policy are held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remainder of this policy shall not in any way be affected or impaired thereby. Moreover, if any one or more of the provisions contained in this policy shall be held to be excessively broad as to duration, activity or subject, such provisions shall be construed by limiting and reducing them so as to be enforceable to the maximum extent allowed by applicable law.

ARTICLE 7. ENTIRE POLICY

This policy may not be changed or modified nor may any of its provisions be waived, except by a majority vote of the Board of Directors of the Jesse Klump Memorial Fund, Inc.

ARTICLE 11. GENERAL PROVISIONS

The Organization recognizes that the unauthorized use or disclosure of Confidential Information may give rise to irreparable injury and acknowledges that remedies other than injunctive relief may not be adequate. Accordingly, Organization has the right to equitable and injunctive relief to prevent the unauthorized use or disclosure of its Confidential Information, as well as such damages or other relief as is occasioned by such unauthorized use or disclosure.

Kim A. Klump, President

Kathy Bassett, Vice President

Ed Tudor, Treasurer

Stacey Norton, Recording Secretary

Ronald W. Pilling, Corresponding Sec.

Donna Jones

Leah J. Klump

Jennifer Rice

Tiffany Barry

Jennifer LaMade

Donna Gleckler

Date