

Conflict of Interest Policy

Article 1: Purpose

The purpose of the conflict of interest policy is to protect client interests when ProBizAssoc.com is contemplating entering into a transaction or arrangement that might benefit the private interest of the proprietor or an employee of the company or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to for-profit organizations.

Article 2: Definitions

1. Interested person: Any ProBizAssoc.com employee or the company President who has a direct or indirect financial interest, as defined below.
2. Financial interest: Real or potential ownership or investment interest in any entity with which the company has a transaction or arrangement; OR a real or potential compensation arrangement with any entity with which the company has a transaction or arrangement.
3. Compensation: Direct and indirect remuneration, including gifts and favors with a market value of over \$25.
4. Financial conflict of interest: will be defined by the company president on a case-by-case basis, according to the procedures in Article 3.

Article 3: Procedures

1. 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 to the company president considering the proposed transaction or arrangement.
2. Determination: Only the company president, in consultation with the governing board of the entity with which the company has a transaction or arrangement, shall be permitted to decide whether or not a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
 - a. An interested person may make a before the company president and the other entity's governing board, but after the presentation, (s)he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The company president shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the company president shall determine whether the organization can obtain with reasonable efforts a more

advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the company president shall determine whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the company president shall make a decision as to whether or not to enter into the transaction or arrangement.
4. Violations of the Conflict of Interest Policy
 - a. If the company president has reasonable cause to believe an employee has failed to disclose actual or possible conflicts of interest, it shall inform the employee of the basis for such belief and afford the employee the opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the employee's response and making such further investigation as is warranted, the company president determines that the employee has in fact failed to disclose an actual or possible conflict of interest, the company president shall take appropriate disciplinary and corrective action.

Article 4: Records of Proceedings

Records relating to any conflict of interest shall be retained by the company for seven years following the end of the contract or agreement with the other entity. The record shall contain the name(s) of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the company president's decision as to the conflict of interest. In addition, the names of the persons who were present for the discussion and voting, the contents of the discussion, including proposed alternative solutions, and a record of any vote taken shall also be recorded.

Article 6: Annual Statements

Each employee shall sign a statement on the date of hire and annually on the first business day in January, which affirms such person:

- a. Has received a copy of the conflict of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy.

Signed copy will be retained in the employee's personnel file until 2 years after date of voluntary separation or 7 years after date of discharge for cause.

Signature

Date