

**NEW YORK CITY VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER**  
**CONFLICT OF INTEREST POLICY**

**ARTICLE 1**  
**PURPOSE**

The purpose of this policy (this “Policy”) is to protect the interests of New York City Voluntary Organizations Active In Disaster (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Key Person (each as defined herein) of the Corporation or one of their Relatives. The Corporation will not enter into any such transaction or arrangement unless it is determined by the Board of Directors of the Corporation (the “Board”), or a committee of the Board duly authorized by the Board to oversee the implementation of this Policy and to review transactions, agreements and arrangements involving a Related Party and the Corporation in accordance with this Policy (such committee of the Board, if any, the “Authorized Committee”), in the manner described below, to be fair, reasonable and in the best interests of the Corporation at the time of such determination.

This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-for-profit and charitable organizations.

Definitions of “Key Person,” “Related Party,” and many other capitalized terms used in this Policy can be found in Article 8 below.

**ARTICLE 2**  
**RELATED PARTY TRANSACTIONS AND DUTY TO DISCLOSE**

Under this Policy, if the Corporation contemplates entering into a Related Party Transaction, the Board or the Authorized Committee must determine if the transaction is fair, reasonable, and in the best interests of the Corporation. A Related Party Transaction is not necessarily a prohibited transaction.

If, at any time during his or her term of service, a matter for decision or approval comes before the Board in which a Related Party has a Financial Interest, that Financial Interest must be promptly disclosed in writing to the chairperson of the Board (or the chairperson of the Authorized Committee), together with all material facts. The Board or the Authorized Committee (as the case may be) will then follow the procedures in Article 4 of this Policy.

*Failure to disclose to the Board (or the Authorized Committee) a known Financial Interest or a known potential Related Party Transaction may be grounds for removal from the Board or termination of employment by, or association/involvement with, the Corporation.*

### ARTICLE 3 DISCLOSURE AND VOTING

Disclosure. Each Related Party shall disclose in good faith all material facts of his or her Financial Interest to the Board or the Authorized Committee.

Non-Participation and Review. All transactions, agreements or any other arrangements between the Corporation and a Related Party, and any other transactions which may involve a potential conflict of interest, shall be reviewed by the Board or the Authorized Committee, as the case may be. No Related Party shall vote, act, or attempt to influence improperly the deliberations on any matter in which he or she has been determined by the Board or the Authorized Committee to have a Financial Interest. Any attempt to vote, act, or improperly influence deliberations by a Related Party on any matter with respect to which such Person has a Financial Interest may be grounds for removal from the Board or termination from the Corporation. All Related Parties with a Financial Interest shall leave the room while such deliberations and voting are conducted, although at the request of the Board or the Authorized Committee, as the case may be, a Related Party may provide information regarding the relevant transaction(s) prior to the deliberations.

Consideration of Alternate Transactions and Comparability Data.

If the contemplated Related Party Transaction pertains to compensation for services or the transfer of property or other economic benefit to a Related Party, prior to the Corporation entering into the transaction, the Board or the Authorized Committee must determine, by obtaining and reviewing appropriate comparable data, including by considering alternative transactions to the extent possible, that the value of the economic benefit provided by the Corporation to the Related Party does not exceed the value of the consideration received in exchange.

Voting. The Corporation will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of the Corporation and is approved by not less than a majority vote of the Directors present at the meeting of the Board or the Authorized Committee, as the case may be. The Board or the Authorized Committee, as the case may be, shall document the meeting contemporaneously as described in Article 6 of this Policy.

Compensation.

A voting member of the Board, or an Officer who receives compensation directly or indirectly from the Corporation for services, or a Director serving as a voting member of any Committee whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that Director's or Officer's compensation. However, a voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, may, upon request of the Board or Committee, provide information regarding compensation.

ARTICLE 4  
AUTHORIZED COMMITTEE REVIEW

The Board may delegate to any Committee of the Board authority over the implementation of, and compliance with, this Policy, and upon such delegation of authority, such Committee of the Board shall constitute the “Authorized Committee” for purposes of this Policy. The Board may delegate to any Authorized Committee the review and approval of any transaction, agreement or arrangement involving a Related Party and the Corporation, as contained in this Policy; provided that if such transaction, agreement or arrangement would otherwise require full Board approval, the Authorized Committee shall submit such transaction, agreement or arrangement to the Board for consideration, providing its recommendation as to whether or not to approve it.

ARTICLE 5  
RECORDS OF PROCEEDINGS

The minutes of all meetings of the Board and all Authorized Committee meetings at which a Related Party Transaction is considered shall contain:

- The names of the Persons who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest, the nature of the potential or actual Financial Interest and/or conflict of interest, any action taken to determine whether a Financial Interest or conflict of interest exists, and the Board’s or the Authorized Committee’s determination as to whether a Financial Interest and/or conflict of interest exists.
- The names of the Persons who were present for deliberations and votes relating to any determinations under this Article, including whether the Related Party left the room during any such deliberations, the content of such deliberations, including consideration of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board or the Authorized Committee.
- The minutes shall document contemporaneously the deliberations and determination regarding any the Financial Interest or conflict of interest.

ARTICLE 6  
INITIAL AND ANNUAL WRITTEN DISCLOSURES

Prior to a Director’s initial election to the Board, or an Officer or Key Person’s employment, appointment or engagement by the Corporation, and thereafter on an annual basis, all Directors, Officers, and Key Persons shall disclose in writing to the Secretary (or any other Officer or authorized Person designated by the Board for the purpose of compliance with the requirements of this Article 6 of this Policy):

(i) any entity of which the Director, Officer or Key Person is an officer, director, trustee, voting member, owner (in whole or in part) or employee and with which the Corporation has a financial relationship; and

(ii) any transaction in which the Corporation is a participant and in which the Director, Officer or Key Person, or one of his or her Relatives might have a conflicting interest.

A copy of each disclosure statement shall be kept in Corporation's files and made available to any Director, Officer, or Key Person upon request, and shall be provided to the chairperson of the Board and the chair of the Authorized Committee (if any).

#### ARTICLE 7 ANNUAL STATEMENTS

Each Director, Officer, and Key Person shall annually sign and submit to the Secretary (or any other Officer or authorized Person designated by the Board for the purpose of compliance with the requirements of this Article 7 of this Policy) a statement which affirms such Person: (a) has received a copy of this Policy, (b) has read and understands the Policy, and (c) has agreed to comply with the Policy.

#### ARTICLE 8 DEFINITIONS

“Affiliate” means, with respect to the Corporation, an entity that is controlled by, or in control of, the Corporation.

“Bylaws” means the bylaws of the Corporation, as amended from time to time.

“Director” means any individual elected or appointed to serve as a member of the Board in accordance with the Bylaws.

“Financial Interest” means, as to any Person, that such Person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial, or other arrangement involving the Corporation.

“Key Person” means any Person, other than a Director or an Officer, who:

- (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers;

- (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or
- (iii) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

“Officer” means a Person who has the authority to bind the Corporation as designated in the Bylaws.

“Person” means any individual, corporation, partnership, limited liability company, firm, joint venture, association, joint-stock company, trust, unincorporated organization, governmental body or other entity.

“Related Party” means, as to the Corporation or any Affiliate of the Corporation, any Person who is:

- (i) a Director, Officer, or Key Person of the Corporation or an Affiliate of the Corporation;
- (ii) a Relative of any Director, Officer, or Key Person; or
- (iii) an entity in which a Person described in the foregoing clauses (i) or (ii) has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

“Related Party Transaction” means any transaction, agreement or any other arrangement with the Corporation or an Affiliate of the Corporation in which a Related Party has a Financial Interest, except that a transaction will not be deemed a “Related Party Transaction” for purposes of this Policy if (i) the transaction or the Related Party's Financial Interest in the transaction is *de minimis*; (ii) the transaction would not customarily be reviewed by the Board or by boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit to the Related Party solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission, which benefit is available to all similarly-situated members of the same class on the same terms. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy.

“Relative” means a spouse or domestic partner as defined in section 2994-A of the New York Public Health Law, ancestor, child (whether natural or adopted), grandchild, great-grandchild, sibling (whether whole or half blood), or spouse or domestic partner of a child (whether natural or adopted), grandchild, great-grandchild or sibling (whether whole or half blood).

Adopted by the Corporation's Board of Directors at its meeting on October 10, 2018.