

APPENDIX B

Board of Trustees Conflicts of Interest Policy

1. Policy Requirements.

All real or potential “Related Party Transactions” (as defined by these By-Laws) and any other conflicted matter must be addressed in accordance with the terms of this Board of Trustees Conflicts of Interest Policy. Any Related Party Transaction, or any other conflicted matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of the majority (50% +1) of the Board of Trustees, excluding any Trustees with an interest in the subject transaction or matter.

2. General Disclosure.

Prior to initial election, and annually thereafter, each Trustee shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Trustee's knowledge, any entity of which such Trustee is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant, and in which the Trustee might have a conflicting interest. The Secretary shall provide a copy of all completed disclosure statements to the Chair of the Audit and Finance Committee or, if there is no Audit and Finance Committee, to the President of the Board of Trustees. A copy of each disclosure statement shall be available to any Trustee on request.

3. Specific Disclosure.

If at any time during his or her term of service, a Trustee, Officer or Key Employee (all as defined by these By-Laws) acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Related Party Transaction, or any other conflicted matter, he or she shall promptly disclose, in good-faith, to the Board of Trustees, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

4. Conflicts Review Committee.

Unless another standing committee should have a charge authorizing it to address the topics discussed herein, either an Audit & Finance Committee or an *ad hoc* Conflicts Review Committee of the Board, comprised entirely of Trustees without an interest in the given transaction or matter, shall be duly appointed and convened by the Board to review any real or potential Related Party Transaction, or matter which might be considered to constitute a conflict of interest for a particular Related Party (as defined by these By-Laws). If no Audit & Finance or formal Conflicts Review Committee is charged, the Board (excluding the Trustee having an interest in the given transaction or matter) may act in its stead.

5. Standard of Review.

In any instance where a Related Party Transaction, or other conflicted matter, is being reviewed, and is so material that it would customarily warrant formal approval by the Board of Trustees, either the Conflicts Review Committee shall thoroughly review the transaction or matter and submit to the Board a recommendation as whether or not it should be approved, or the Board, itself, shall thoroughly review the transaction and render a binding determination as to whether it should be approved.

6. Authorization of Related Party Transactions

The Corporation shall not enter into any Related Party Transaction, or any other conflicted matter, unless such a Transaction or matter is determined by the Board to be fair, reasonable and in the Corporation's best interest at the time of such determination.

7. Authorization of Transactions Concerning Substantial Financial Interest.

With respect to any Related Party Transaction, or other conflicted matter, in which a Related Party has a substantial financial interest, the Board of Trustees, or an authorized committee thereof, as appropriate shall:

- i. prior to entering into such Transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from at least two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds majority (66.67%) vote of the Trustees or committee members, as appropriate, present at the meeting; and,
- iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Trustees present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

8. Restrictions.

With respect to any Related Party Transaction, or any other conflicted matter, considered by the Board, or an authorized committee, as appropriate, No Related Party shall:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or
- iii. cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party present information concerning a Related Party Transaction, or any other conflicted matter, at a Board, or Committee, meeting prior to the commencement of deliberations or voting relating thereto.

9. Audit-Related Disclosure of Conflicts.

It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Trustee interest disclosure statements and any case-specific Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Chair of the Audit and Finance Committee or, if there is no Audit and Finance Committee, to the President of the Board of Trustees, in an effort to assure that they are properly considered for auditing purposes.

APPENDIX C

Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

—Code of Ethical Conduct—

This Corporation is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Trustee, Director, Officer and Key Employee (to the extent applicable) shall adhere to the following code of conduct:

By-Laws & Policies

- Be aware of and fully abide by the constitution, bylaws, rules and regulations of the Corporation and policies of the corporation, pursuant to the New York Not-for-Profit Corporation Law (N-PCL).
- Assure compliance of the Corporation with respect to all statutes, regulations and contractual requirement.
- Respect and fully support the duly-made decisions of the Board of Trustees in accordance with their fiduciary duties of obedience and loyalty.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL.
- Work diligently to ensure that the board fully assumes its role as a policy-making, governing body.
- View and act towards the Chief Executive Officer as the chief administrative officer with the sole responsibility for the day-to-day management of the organization, including personnel, and for implementation of board policies and directives.

Informed Participation

- Attend most, if not all, meetings of the Board and assigned committees.
- Remain informed of all matters, including financial, that come before the Board and/or assigned committees.
- Respect and follow the “chain of command” of the Board and administration.
- Constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, Board actions with which one disagrees or is in serious doubt.
- Appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the corporation.
- Do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken.
- Act in ways that do not interfere with the duties or authority of staff.

Conflict of Interest, Representation & Confidentiality

- Represent the best interests of the corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the Corporation.
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board, pursuant to N-PCL.
- Not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the board member's affiliation with the Corporation.
- Publicly support and represent the duly made decisions of the Board.
- Speak positively of the organization to the Corporation members, and all current and potential stakeholders and constituencies.
- Not take any public position representing the Corporation on any issue that is not in conformity with the official position of the corporation.
- Not use or otherwise relate one's affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election.
- Maintain full confidentiality and proper use of information obtained as a result of board service in accordance with board policy or direction.

Interpersonal

- Speak clearly, listen carefully to and respect the opinions of fellow board members and key staff.
- Promote collaboration and partnership among all members of the board.
- Maintain open communication and an effective partnership with the Board's officer and committee leadership.
- Remain "solution focused", offering criticism only in a constructive manner.
- Not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of differences in opinion or other personal reasons.
- Always work to develop and improve one's knowledge and skills that enhances one's abilities as a Trustee.

Disclosure of Conflicts of Interests...

Please circle 'Yes' or 'No' and answer as appropriated.

1. Have you had a direct or indirect business relationship during the past fiscal year or current year with THE CORPORATION through ownership of more than 35% with any person who is a current or former officer, director, trustee or key employee of THE CORPORATION?

Yes (please describe below) No

2. Do you have a family member who had a direct or indirect business relationship with THE CORPORATION during the past fiscal year or current year?

Yes (please describe below) No

3. Did you serve as an officer, director, trustee, key employee, partner or member of an entity (or a shareholder of a professional corporation) that did business with THE CORPORATION during the past fiscal year, is currently or may be doing business in the current fiscal year?

Yes (please describe below) No

All Board Members shall be responsible for adhering to the following:

Duty of Care, Loyalty & Obedience

- All members of the Board of Trustees shall exercise that same care that a reasonable person, with similar abilities, acumen & sensibilities, would exercise under similar circumstances at all times. A Trustee, an Officer or Employee will undertake to understand all, or substantially, all of the consequences of their actions or the omissions of their actions.
- No Officer, Trustee or Employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer, Trustee or Employee shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.
- No Officer, Trustee or Employee shall disobey a majority decision of the Board of Trustees.
- All members of the Board of Trustees, all Officers of the Corporation and all Employees of the corporation are hereby bound to Fiduciary duty for and on behalf of the corporation, such that the interests of the corporation shall remain paramount to any and all of their personal interests

whatsoever. All members of the Board of Trustees, all officers of the corporation and all Employees shall exercise their Fiduciary Duty at all times, especially when making a decision on behalf of the corporation.

Conflict of Interest

- Consulting the board of Trustees Conflicts of Interest Policy and abstaining from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest, as well as disclosing the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the Board of Trustees can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Trustees to determine whether the challenged Trustee is in a conflict of interest. If a majority of the Trustees present vote to require the abstention of the challenged Trustee, that Trustee shall not be permitted to vote.
 - The Corporation is dedicated to the development of a strong nonprofit sector and representatives of that sector may sit on its Board of Trustees and still qualify for services offered by the Corporation. Participation as a member of the Board does not preclude an organization that the board member is associated with from receiving services. Association includes, but not limited to an organization for which the board member is employed by, or is a member of its Board of Trustees. The receipt of services or the potential of receiving services may, however, constitute a conflict of interest from time to time as defined herein. In the event that such a conflict of interest is determined to compromise the individual Board member's ability to represent the Corporation's best interest regarding a specific issue or action before the board, the procedures stated in the Article are in force.
4. Did you have during the past fiscal year, have currently or anticipate having conflicts as defined in the bylaws that have not been previously disclosed herein?

Yes (please describe below) No

The IRS Form 990 requires THE CORPORATION to publically disclose much of the information below.

—Certification—

I, the undersigned, certify that I have read and understand the Code of Ethical Conduct of the corporation. I agree that my actions will fully comply with the statements and intent of the Code of Ethical Conduct. I affirm that neither I, nor any member of my family or household, has had an interest or taken any action which counters the conflict of interests' policies of the organization or impedes my ability to act as a fiduciary and in the best interests of the corporation, except potentially those interests or actions as stated and fully disclosed below.

Board Member Signature

Date

Other Disclosure of Conflicts of Interests...

Nature of Conflict(s)

[illegible]

Board Member Name (print)_____

Signature_____ Date_____

—Annual Potential Conflicts Disclosure Statement—

As a Trustee, Officer or Key Employee of the Corporation, prior to your being seated on the Board of Trustees or commencing employment with the Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time. With regard to this Conflicts Disclosure Statement, please identify, to the best of your knowledge, any financial transaction(s), and related circumstances, that have occurred within the last (3)-fiscal years of the Corporation, are pending, currently occurring, and/or, in your reasonable opinion, could lead to potential financial transactions, between yourself, as a “Related Party” (as defined by the By-Laws of the Corporation), a “Relative” (as defined by the By-Laws) or a business enterprise where you are an officer, director, trustee, member, owner or Employee (as identified in the definition of “Related Party”) and this Corporation. Attach additional descriptions and/or information as needed.

Myself

Relative

Business Entity

—Certification—

I, the undersigned, certify that I have read and understand this Code of Ethical Conduct & Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or previously had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

Trustee Signature

Date