

LES TURNER ALS FOUNDATION  
POLICY ON CONFLICT OF INTEREST

WHEREAS, the Board of Directors and officers of the Les Turner ALS Foundation, Ltd. (the "Foundation") owe a duty of loyalty to the Foundation and have an obligation to ensure that their outside activities and interests are not in conflict with their actions on behalf of the Foundation; and

WHEREAS, the Board Directors and officers, because of their varied interests and backgrounds, may be presented with situations involving a dual interest that might be interpreted as a Conflict of Interest (as defined in Section I below); and

WHEREAS the matter of duality of interest or possible Conflict of Interest can best be handled through full disclosure of any such interest, together with Interested Persons (as defined in Section I below) abstaining from voting on any transaction presenting a Conflict of Interest;

NOW, THEREFORE, BE IT RESOLVED: That the following policy on Conflict of Interest is hereby adopted:

I. Definitions

- (a) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
  - (1) A present or potential ownership, investment interest or compensation arrangement in any entity with which the Foundation has an actual or potential transaction or arrangement, or
  - (2) A compensation arrangement
  - (3) includes any remuneration, directly or indirectly, and gifts or favors which are substantial in nature.
  
- (b) Interested Person: An Interested Person is a Director or Officer who: has a Financial Interest in any entity with which the Foundation has or may have a transaction or arrangement; is in an employment relationship subject to the direction or control of a person who has a Financial Interest in the proposed transaction; receives compensation or other payments subject to approval by a person who has a Financial Interest in the proposed transaction; or approves a transaction providing benefits to a person who is an Interested Person with respect to the proposed transaction and which Interested Person in turn has approved or will approve a transaction providing economic benefits to the individual.
  
- (c) Conflict of Interest: A Conflict of Interest exists when an Interested Person has a Financial Interest which prevents the Interested Person from acting in the best interest of the Foundation regarding the transaction or arrangement.

## II. Persons and Situations Applicable

This policy shall apply to the Foundation and all Directors, officers, and other individuals who have or are granted the power to vote at Board or Executive Committee meetings of the Foundation.

This policy shall apply to any transaction or arrangement with an Interested Person.

## III. Disclosure

All Interested Persons must disclose to the Board all Financial Interests and all material facts relating to any organization entering into a transaction or arrangement with the Foundation which may result in a Conflict of Interest.

## IV. Procedure for Determining Conflicts of Interest

The Board shall determine if the disclosed Financial Interest of the Interested Person may result in a Conflict of Interest by meeting, discussing and voting on the matter. The Interested Person shall not be present at the meeting when the matter is discussed and voted upon, nor shall the Interested Person be permitted to vote on the matter.

## V. Procedure for Addressing a Conflict of Interest

Where a Conflict of Interest is determined to exist, the following procedures shall be followed regarding an Interested Person and the transaction resulting in such Conflict of Interest:

- (a) The Interested Person shall (unless prevented from disclosure by a duty under law or professional canon, or a duty of confidentiality to another person) disclose facts known to the Interested Person respecting the subject matter of the transaction to which are, or could reasonably be believed to be, material to a judgment as to whether to proceed with the transaction, but shall neither be present at the discussion of nor vote on the transaction resulting in the Conflict of Interest.
- (b) The Foundation shall not proceed with the subject transaction unless the Foundation shall determine, by a majority vote of the non-interested Directors present, that the transaction or arrangement:
  - (1) is in the Foundation's best interests and for its own benefit, and
  - (2) is fair and reasonable to the Foundation, based upon appropriate

data as to comparability.

- (c) The Foundation may appoint, if appropriate, a non-interested Director to investigate alternatives to the proposed transaction or arrangement.
- (d) In order to protect the Foundation 's best interest, the Foundation shall take appropriate disciplinary action with respect to an Interested Party who violates this Conflict of Interest policy.

## VI. Record Keeping

The minutes of the Board meetings and all Committee meetings pertaining to potential Conflicts of Interest shall include:

- (a) The names of the persons who disclosed Financial Interests, the nature of the Financial Interests, whether the Board determined a Conflict of Interest existed, and the actions taken with respect to consideration of the transaction by those with respect to whom the Board determined that a Conflict of Interest existed; and
- (b) The terms of the transaction or arrangement; the names of the persons present for discussions and votes relating to the transaction or arrangement; the content of these discussions, including any alternatives to the proposed transaction or arrangement which were considered or discussed; and a record of the vote taken regarding the transaction and the date it was approved.

## VII. Distribution

This policy shall be distributed to all Directors and officers and any other person who has or is granted the power to vote at Board or Executive Committee meetings.

Each person receiving this policy shall annually sign a statement that such person:

- (a) Received a copy of this Conflict of Interest Policy,
- (b) Has read and understood the Policy,
- (c) Agrees to comply with the Policy, and
- (d) Understands that the Foundation is a charitable organization and that to maintain the tax-exempt status of the organization, the Foundation must continuously engage primarily in activities that accomplish one or more of its tax-exempt purposes.

VIII. State Law Controls

This policy is intended to supplement, and not supercede, the provisions of state law and the Foundation's bylaws, as amended from time to time, concerning conflict of interest transactions. In the event state law or the bylaws define a conflict of interest transaction more broadly than, or prescribe a more stringent standard or procedure for approval than, this policy, state law or the bylaws shall control.

BE IT FURTHER RESOLVED: That this policy be reviewed annually and that any new Directors and officers be advised of the policy upon entering into the duties of their office.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_