



SMILE-A-MILE

CONFLICT OF INTEREST POLICY

ARTICLE I

PREAMBLE

The Board of Directors of Camp Smile-A-Mile, Inc. d/b/a Smile-A-Mile (the "Organization") desires to establish and adopt a Conflict of Interest Policy for the Organization.

The Organization strives to avoid conflicts of interest as well as the appearance of impropriety to ensure that the Organization continues to operate in accordance with its non-profit purposes and to maintain the public trust inherent in its tax-exempt status.

The Board of Directors adopts this Conflict of Interest Policy for the Organization. This policy applies to the Directors and Officers of the Organization and describes the persons who may be involved in actual or potential conflicts of interest and imposes a continuing duty of disclosure. The Organization also adopts guidelines for handling potential conflicts of interest, keeping records and ensuring compliance with the policy.

ARTICLE II

POLICY STATEMENTS

It is the policy of the Organization to assure that any conflicts of interest or potential conflicts of interest are fully disclosed to the Board of Directors before a proposed decision is made or a proposed transaction is completed.

It shall be the continuing responsibility of the Directors and Officers to review their outside business interests, philanthropic interests, personal interests, and family relationships for actual or potential conflicts of interest with respect to the Organization, and to immediately disclose the nature of the interest or relationship. The interests of a member of the family of a Director and/or Officer shall be attributed to said Director or Officer.

ARTICLE III

GENERAL PROVISIONS

1. Definitions.

(a) “Conflicts of Interest:” Conflicts of interest arise when a Director or Officer has or may have a personal interest in the outcome of a decision by the Organization. The personal interest may be economic, that is, it may result in a financial benefit to the person or to a family member, or the personal interest may be sentimental or professional, such as when the person or a family member is on a proposed grantee’s board of directors or advisory board or works for a proposed grantee.

(b) “Family Members:” Members of the family of a Director or Officer include only the spouse, children, grandchildren, great grandchildren, spouses of the foregoing, and ancestors (parents, grandparents, etc.).

2. Guidelines for Identifying Conflicts of Interest.

(a) In their dealings with the Organization, Directors and Officers must be ever mindful of potential Conflicts of Interest. To assure compliance with the self-dealing rules, to avoid inadvertent violations, to live up to the public trust and avoid the appearance of impropriety, and to fulfill fiduciary duties, the Directors and Officers shall: (1) make a full disclosure of relationships and financial and other interests likely to influence a person’s decision-making; and (2) abstain or recuse themselves when a potential Conflict of Interest arises.

(b) In all cases, a Director or Officer with an actual or potential Conflict of Interest in a matter proposed for action by the Board of Directors may be counted for a quorum and may provide information and answer questions.

3. Recusal. When a Director or Officer has a Conflict of Interest in a proposed transaction, the Director or Officer shall be recused (leave the room), and shall not participate in the deliberation on the merits of the proposal or the vote.

4. Recordkeeping. In all cases, the existence and nature of the relationship or the Conflict of Interest disclosed, the interested Director’s or Officer’s abstention or recusal, and the vote of the disinterested Directors shall be reflected in the minutes of the meeting of the Board of Directors.

5. Continuing Duties.

(a) Disclosure to the Board of Directors shall be made by a Director or Officer at any time when a Conflict of Interest arises and/or when the personal interest of a Director (or member of his or her family) or an Officer (or member of his or her family) could affect the activities, property, employees, or services of the Organization, or involves any matter potentially requiring action by the Board of Directors.

(b) Each Director and Officer shall use good judgment, adhere to high ethical standards, and conduct his or her personal affairs in such a manner as to avoid any actual or potential Conflicts of Interest between the personal interests of such party and those of the Organization. Furthermore, each

Director and Officer shall always act in the best interest of the Organization and avoid taking any action personally that would either adversely affect or be detrimental to the Organization. If a Director or Officer shall fail to abide by the terms of this subsection (b), such party shall immediately disclose the same to the Board of Directors.

6. Violations of Conflict of Interest Policy. If a majority of the disinterested Directors has reasonable cause to believe a Director or Officer has failed to disclose actual or possible conflicts of interest or has in any other way violated the terms of this policy, it shall inform said party of the basis of such belief and afford said party an opportunity to explain the alleged failure to disclose or the violation. If, after hearing the party's response and after making further investigation as warranted by the circumstances, the majority of the disinterested Directors determines the party has failed to disclose an actual or possible conflict of interest or has in any way violated the terms of this policy, it shall take such appropriate disciplinary and corrective action as the majority of the disinterested Directors determines necessary and proper, as allowed under the organizational documents of the Organization, including, without limitation, removal of such party as a Director or Officer pursuant to the provisions of the bylaws of the Organization.

7. Supplement. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to similar organizations.

8. Acknowledgement. Upon adoption by the Board of Directors, this Conflict of Interest Policy shall immediately be binding upon each Director and Officer of the Organization without the need of any further action. Each Director and Officer shall acknowledge that he or she has read the terms of this Conflict of Interest Policy and agrees to abide by its terms, by executing the Acknowledgement and Agreement attached hereto as Attachment 1 – Acknowledgement, but such policy shall be binding upon such party whether or not he or she executes the Acknowledgment.

9. Effective Date. The written Conflict of Interest Policy is effective upon adoption by the Board of Directors at a meeting held on December 31, 2018.

Attachment 1

Acknowledgement

Acknowledgement and Agreement of Director or Officer:

I confirm that I have read the Camp Smile-A-Mile, Inc. d/b/a Smile-A-Mile Conflict of Interest Policy, and I agree to comply with its terms.

Date: _____

By: _____
(Signature)

Printed Name: _____

Title: _____
(Director or Officer)