



Council for Children's Rights

Excerpt from Bylaws, Section 8 of Article III

Conflict of Interest.

Definition of Conflict of Interest:

A Board Member of the Corporation has a conflict of interest if the Board Member has existing or potential business, financial or personal interest or holds an elected or appointed position that could impair or might reasonably appear to impair the exercise of independent, unbiased judgment in the discharge of his or her responsibilities to the Corporation. A conflict will be deemed to exist if the business, financial or personal interest or elected or appointed position is held by the Board Member or by a family member (spouse, parent, siblings, children or other close relative), or any organization in which the Board Member; or family member as defined, is an officer, director, employee, Trustee or material stockholder. If the Board Member in question disputes as to whether a conflict of interest is present, the matter shall be decided by a majority vote of the Board of Directors.

Failure to Disclose Conflict Shall Not Affect Validity of Action Taken:

The fact that a Board Member with a conflict of interest fails to disclose the conflict, as required by this policy, and participates in a vote on an issue in which he or she has a conflict of interest shall not affect the validity of the action taken by the Board of Directors on the issue.

Appropriate Action:

1. Board Members and others will immediately disclose to the Board of Directors any known conflicts of interest or any that may arise in the future. Such disclosure shall be included in the minutes of the current or next meeting of the Board of Directors.
2. The Board will vote on whether the Board Member disclosing a conflict of interest will or will not be allowed to be present for discussion of the issue.
3. If the Board votes to exclude the Board Member from the room during the discussion, the Board Member will be permitted to make a statement on the issue prior to leaving the room.
4. No Board Member will be permitted to vote on any specific issue in which he or she has a conflict of interest.
5. A Board Member may be removed from the Board of Directors for failure to comply with this policy.

Council for Children's Rights, Inc. Conflict of Interest Certification

I have read and understand the Conflict of Interest Policy of the Council for Children's Rights, Inc. as set forth in Article III, Section 8 of the Bylaws of the Council set forth above. I know of no conflicts of interest under the Policy, and agree to disclose to the Board of Directors of the Council any conflicts of interest that may arise in the future.

Dated this ____ day of _____, 20__.

Director