

COMMUNITY ADVANCEMENT RESOURCE ENRICHMENT, INC. (iCARE)

FINAL CONFLICT OF INTEREST POLICY

ARTICLE I. PURPOSE

This Conflict of Interest Policy is adopted to protect the interests of Community Advancement Resource Enrichment, Inc. (iCARE) when contemplating transactions or arrangements that may benefit the private interests of Directors, Officers, the Executive Director, committee members, or key employees.

This Policy supplements applicable Florida nonprofit laws and IRS governance best practices.

ARTICLE II. DEFINITIONS

Section 1. Interested Person

Any Director, Officer, Executive Director, committee member, or key employee who has a direct or indirect Financial Interest is an Interested Person.

Section 2. Financial Interest

A person has a Financial Interest if the person directly or indirectly through business, investment, compensation arrangement, or family relationship has:

1. An ownership or investment interest in an entity with which the Corporation has a transaction or arrangement;
2. A compensation arrangement with the Corporation or with an entity or individual with which the Corporation has a transaction or arrangement;
3. A potential ownership, investment, or compensation interest related to a proposed transaction involving the Corporation.

ARTICLE III. DISCLOSURE REQUIREMENTS

Interested Persons must disclose all material facts relating to actual or potential conflicts of interest before any discussion or vote occurs.

ARTICLE IV. PROCEDURES

After disclosure, the Interested Person shall leave the meeting during all discussions and voting regarding the matter.

Only disinterested Directors may evaluate, negotiate, approve, or reject the proposed transaction.

The Board shall determine whether the arrangement:

1. Is in the best interests of the Corporation;
2. Is fair and reasonable;
3. Reflects an arm's length transaction; and
4. Does not result in excessive compensation or improper private benefit.

ARTICLE V. RELATED PARTY TRANSACTIONS

Section 1. Related Party Transactions

Any proposed transaction, consulting arrangement, vendor relationship, grant funded agreement, or financial transaction between the Corporation and:

1. A Director;
2. An Officer;
3. The Executive Director;
4. A family member of such person; or
5. Any business entity in which such person has an ownership, managerial, investment, or compensation interest;

shall be considered a Related Party Transaction subject to heightened review procedures.

Section 2. Mandatory Disclosure

The Interested Person shall disclose the relationship in writing before any discussion, recommendation, negotiation, or vote.

Section 3. Mandatory Recusal

The Interested Person shall leave the room during all discussions and voting related to the transaction.

Section 4. Competitive Review Requirements

Before approval of a Related Party Transaction involving compensation or payment from Corporation funds, including grant funds, the Board shall obtain and review appropriate comparable pricing information, bids, quotes, or market data sufficient to determine that the compensation and terms are fair, reasonable, and competitive.

Section 5. Grant Funded Transactions

When a Related Party Transaction involves grant funding, the Corporation shall additionally comply with all applicable procurement standards, disclosure obligations, conflict of interest requirements, and grant regulations imposed by the funding authority.

Section 6. Documentation Requirements

The Board's review, discussion, approval, recusal, and supporting documentation shall be fully documented in the official meeting minutes.

Section 7. No Automatic Prohibition

Nothing in this Policy automatically prohibits the Corporation from entering into a Related Party Transaction provided all disclosure, recusal, due diligence, documentation, and approval procedures are strictly followed.

ARTICLE VI. RECORDS OF PROCEEDINGS

Board and committee meeting minutes shall include:

1. The names of persons with disclosed Financial Interests;
2. The nature of the conflict;

3. Actions taken to determine whether a conflict existed;
4. The Board's final decision; and
5. A record of all votes taken.

ARTICLE VII. COMPENSATION

No Director, Officer, Executive Director, or committee member receiving compensation directly or indirectly from the Corporation may vote on matters pertaining to their compensation.

ARTICLE VIII. ANNUAL DISCLOSURES

Each Director, Officer, Executive Director, and key employee shall annually sign a disclosure statement affirming receipt, understanding, and agreement to comply with this Policy.

ARTICLE IX. PERIODIC REVIEWS

The Corporation shall periodically review compensation arrangements, partnerships, vendor relationships, grant funded arrangements, and financial transactions to ensure compliance with charitable purposes and IRS requirements.

ARTICLE X. USE OF OUTSIDE EXPERTS

The Corporation may use legal counsel, accountants, consultants, or other experts to assist in evaluating transactions and conflicts of interest.

CERTIFICATION

President: _____

Secretary: _____

Date Adopted: _____