

Conflict of Interest & Ethical Conduct Policy

The Corina Mae Foundation, Inc.

A Nonprofit Corporation Organized in the State of Alabama

Article I — Purpose

The purpose of this Conflict of Interest & Ethical Conduct Policy is to protect the integrity and interests of **The Corina Mae Foundation, Inc.** (“the Foundation”) when it is considering entering into a transaction or arrangement that might benefit the private interest of a director, officer, or key individual. This policy supplements, but does not replace, applicable state and federal laws governing nonprofit organizations.

Article II — Definitions

1. Interested Person

Any director, officer, or committee member with Board-delegated powers who has a direct or indirect financial interest is considered an interested person.

2. Financial Interest

A person has a financial interest if they have, directly or indirectly:

- An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement
- A compensation arrangement with the Foundation or with any entity the Foundation is considering doing business with
- A potential ownership, investment, or compensation interest in an entity or individual with which the Foundation is negotiating

Compensation includes direct and indirect remuneration, gifts, or favors that are not insubstantial.

3. Family & Close Relationships

A conflict of interest also exists when a financial or personal benefit involves:

- A spouse or domestic partner
 - Parents, stepparents, or grandparents
 - Children, stepchildren, or grandchildren
 - Siblings or stepsiblings
 - In-laws
 - Anyone living in the same household
 - Any person with whom the director has a close personal or financial relationship
-

Article III — Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or relational interest and all material facts to the Board of Directors.

Article IV — Determining Whether a Conflict Exists

After disclosure of the interest and all relevant facts, the interested person shall leave the meeting while the remaining Board members discuss and vote on whether a conflict exists.

Article V — Procedures for Addressing the Conflict

1. The President or presiding officer shall appoint a disinterested director to investigate alternatives to the proposed transaction.
2. After exercising due diligence, the Board shall determine whether the Foundation can obtain a more advantageous arrangement that does not present a conflict.
3. If a more advantageous arrangement is not reasonably possible, the Board may approve the transaction if:
 - It is in the Foundation's best interest
 - It is fair and reasonable
 - It furthers the Foundation's mission
 - Approval is by a majority vote of disinterested directors

Compensation Recusal Clarification

If all directors are eligible for compensation, each director must **recuse themselves** from voting on their own compensation. The remaining disinterested directors shall vote on each individual's compensation separately.

Article VI — Gifts, Favors & Honoraria

To avoid improper influence:

- Directors, officers, and committee members may not accept gifts, favors, services, or anything of value exceeding **\$50** from any person or entity doing business with the Foundation.
 - Any gift or benefit over \$50 must be disclosed to the Board.
 - Honoraria offered to a director for speaking or representing the Foundation must be reported and may only be accepted with Board approval.
-

Article VII — Violations of the Policy

If the Board has reasonable cause to believe a member has failed to disclose an actual or possible conflict, it shall:

1. Inform the member of the basis for such belief
 2. Provide an opportunity for the member to explain
 3. Take appropriate disciplinary or corrective action if warranted
-

Article VIII — Records of Proceedings

The minutes shall include:

- Names of persons who disclosed or were found to have a conflict
 - Nature of the conflict
 - Board's decision and rationale
 - Names of directors present for discussions and votes
 - A record of any votes taken
-

Article IX — Compensation

A voting member of the Board who receives compensation from the Foundation is prohibited from voting on matters relating to **their own** compensation.

Article X — Annual Statements

Each director, officer, and committee member with Board-delegated powers shall annually sign a statement affirming that they:

- Have received a copy of this policy
 - Have read and understand it
 - Agree to comply with it
 - Understand the Foundation must operate for public benefit
-

Article XI — Periodic Reviews

Periodic reviews shall be conducted to ensure:

- Compensation arrangements are reasonable
 - Partnerships and joint ventures align with the Foundation's mission
 - Transactions do not result in private benefit
-

Article XII — Use of Outside Experts

The Foundation may use outside experts when conducting reviews. Use of experts does not relieve the Board of its responsibility for ensuring compliance.

SIGNATURE PAGE — Annual Acknowledgment

Board Member 1

Name: _____

Signature: _____

Date: _____

Board Member 2

Name: _____

Signature: _____

Date: _____

Board Member 3

Name: _____

Signature: _____

Date: _____

Board Member 4

Name: _____

Signature: _____

Date: _____

Board Member 5

Name: _____

Signature: _____

Date: _____