

CONFLICT OF INTEREST POLICY

The Rita Langworthy Foundation, Inc.

EIN: 47-4992146

Last Updated: 9/11/2015

Date Approved: N/A

SECTION 1. PURPOSE

The Rita Langworthy Foundation, Inc. (“The Rita Langworthy Foundation”) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of The Rita Langworthy Foundation as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between The Rita Langworthy Foundation and its board, officers and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board and officers have the responsibility of administering the affairs of The Rita Langworthy Foundation honestly and prudently, and of exercising their best care, skill, and judgement for the sole benefit of The Rita Langworthy Foundation. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with The Rita Langworthy Foundation or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED

This statement is directed not only to directors and officers, but to all persons who can influence the actions of The Rita Langworthy Foundation. For example, this would include all who make purchasing decisions and anyone who has proprietary information concerning The Rita Langworthy Foundation.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE

Conflicts of interest may arise in the relations of directors and officers with any of the following third parties:

- 1) Persons and firms supplying goods and services to The Rita Langworthy Foundation.
- 2) Persons and firms from whom The Rita Langworthy Foundation leases property and equipment.
- 3) Persons and firms with whom The Rita Langworthy Foundation is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
- 4) Competing or affinity organizations.
- 5) Donors and others supporting The Rita Langworthy Foundation.
- 6) Agencies, organizations and associations which affect the operations of The Rita Langworthy Foundation.
- 7) Family members, friends and other employees.

SECTION 4, NATURE OF CONFLICTING INTEREST

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

- 1) Owning stock or holding debt or other proprietary interests in any third party dealing with The Rita Langworthy Foundation.
- 2) Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with The Rita Langworthy Foundation.
- 3) Receiving remuneration for services with respect to individual transactions involving The Rita Langworthy Foundation.
- 4) Using The Rita Langworthy Foundation's time, personnel, equipment, supplies, or good will for other than The Rita Langworthy Foundation-approved activities, programs, and purposes.
- 5) Receiving personal gifts or loans from third parties dealing or competing with The Rita Langworthy Foundation. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors and officers will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of The Rita Langworthy Foundation.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

- 1) The conflicting interest is fully disclosed;
- 2) The person with the conflict of interest is excluded from the discussion and approval of such transaction;
- 3) A competitive bid or comparable valuation exists; and
- 4) The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the President (or if she or he is the one with the conflict, then to the Secretary), who shall bring the matter to the attention of the [board or a duly constituted committee thereof].

The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to The Rita Langworthy Foundation. The decision of the [board or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of The Rita Langworthy Foundation and the advancement of its purpose.

____ YES

____ NO

If yes, please describe the purchased services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

5. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which The Rita Langworthy Foundation was or is a party?

____ YES

____ NO

If yes, please describe the transaction(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

6. Were you or any of your affiliated persons indebted to pay money to The Rita Langworthy Foundation at any time in the past year (other than travel advances or the like)?

____ YES

____ NO

If yes, please describe the indebtedness and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

7. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, direction or indirectly, any personal benefits from The Rita Langworthy Foundation or as a result of your relationship with The Rita Langworthy Foundation, that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to The Rita Langworthy Foundation?

____ YES

____ NO

If yes, please describe the benefit(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving The Rita Langworthy Foundation?

_____ YES _____ NO

If yes, please describe the proceeding(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by The Rita Langworthy Foundation's [board or a duly constituted committee thereof] in accordance with the terms and intent of The Rita Langworthy Foundation's conflict of interest policy?

_____ YES _____ NO

If yes, please describe the situation(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

I HEREBY CONFIRM that I have read and understand The Rita Langworthy Foundation's conflict of interest policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify the President immediately.

Signature

Date

GIFT POLICY AND DISCLOSURE FORM

The Rita Langworthy Foundation, Inc.

EIN: 47-4992146

As part of its conflict of interest policy, The Rita Langworthy Foundation requires that directors and officers decline to accept certain gifts, consideration or remuneration from individuals or companies that seek to do business with The Rita Langworthy Foundation or are a competitor of it. This policy and disclosure form is intended to implement that prohibition on gifts.

- Section 1.** “Responsible Person” is any person serving as an officer or member of the board of directors of The Rita Langworthy Foundation.
- Section 2.** “Family Member” is a spouse, domestic partner, parent, child or spouse of a child, or a brother, sister, or spouse of a brother or sister, of a Responsible Person.
- Section 3.** “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, receipt of a loan or grant, or the establishment of any other pecuniary relationship. The making of a gift to The Rita Langworthy Foundation is not a “contract” or “transaction.”
- Section 4.** Prohibited gifts, gratuities and entertainment. Except as approved by the President or his/her designee or for gifts of a value less than \$50 which could not be refused without discourtesy, no Responsible Person or Family Member shall accept gifts, entertainment or other favors from any person or entity which:
1. Does or seeks to do business with The Rita Langworthy Foundation or,
 2. Does or seeks to compete with The Rita Langworthy Foundation or,
 3. Has received, is receiving, or is seeking to receive a Contract or Transaction with The Rita Langworthy Foundation.

GIFT STATEMENT

I certify that I have read the above policy concerning gifts, and I agree that I will not accept gifts, entertainment or other favors from any individual or entity, which would be prohibited by the above policy. Following my initial statement, I agree to provide a signed statement at the end of each calendar year certifying that I have not received any such gifts, entertainment or other favors during the preceding year.

Signature

Date