AMENDED & RESTATED BYLAWS

of the

Northwest State Community College Foundation

CONFLICT OF INTEREST POLICY

Article VI. CONFLICT OF INTEREST

All contracts or other transactions between the Foundation and one or more of its Directors or any other corporation, firm, association, partnership, or other entity in which one or more of its directors are directors, shareholders or officers, or are financially interested (directly or indirectly) shall be submitted to either the Board or the Executive Committee for consideration and approval.

“No contract or other transaction between a Board and one or more of its Directors or any other corporation, firm, association, partnership, or entity in which one or more of its Directors are directors, shareholders or officers or are financially interested (directly or indirectly), shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the Board meeting, the Executive Committee meeting or a Board Committee thereof which authorizes, approves or ratifies such contracts or transaction or because their votes are counted if:

a. The material facts of the transaction and the Director’s interest therein were disclosed to the Board, Executive Committee or Board Committee members and the Board, Executive Committee or Board Committee members authorize, approval or ratified the transaction.

b. The terms of the transaction were fair, reasonable and at least as good as terms that would be available to the Foundation from a wholly disinterested party; and in consideration of transactions where there is a conflict or potential conflict of interest, the conflicted party or parties may be counted for the purposes of determining a quorum but shall not be eligible to vote on such matters.” (Source: Ohio Revised Code » Title [17] XVII CORPORATIONS - PARTNERSHIPS » Chapter 1702: NONPROFIT CORPORATION LAW)

Each Director shall promptly and fully disclose any conflict of interest or potential conflict of interest as soon as such conflict arises, but in all cases prior to the vote or any conflict of interest or potential conflict of interest issues or contract.

It shall be at the discretion of the Board or the Executive Committee whether any interested Director is present during the deliberations or vote regarding any conflict issues or transaction. The Board may, by resolution, adopt such policies as are appropriate in implementing this section.

Note: This page is restated from the present Bylaws of NSCC Foundation. The italicized portion of Article VI. is from the Ohio Revised Code » Title [17] XVII CORPORATIONS - PARTNERSHIPS » Chapter 1702: NONPROFIT CORPORATION LAW.
Northwest State Community College Foundation

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A conflict of interest may arise when a decision-maker for the Foundation has a financial, family, or other interest that may conflict with the decision-maker’s duty to work in the best interests of the Foundation. To avoid real and perceived conflicts of interest, all directors and officers are to promptly disclose in writing to the Board any conflicts of interest that emerge. The Board will determine whether a conflict exists. All directors and officers must at least annually disclose in writing to the Board any potential conflicts of interest that may foreseeably arise.

All decisions of the Board and officers are to be made solely on a desire to promote the best interests of Northwest State Community College, the Foundation, and the public good and trust. The integrity of the Foundation and Northwest State Community College must be protected and advanced in every decision and action undertaken.

Date: ____________

Name: ______________________________________________________
(Print or type name)

Please describe below any relationships, transactions, or positions you hold (volunteer or otherwise), or circumstances that you believe could create a conflict of interest, now or in the future, between Northwest State Community College Foundation and your personal interests, financial or otherwise:

_____ I have no conflict of interests to report.

I have the following conflict of interests, or potential conflicts of interests, to report:

1.___________________________________________________________________________

2.___________________________________________________________________________

3.___________________________________________________________________________

I have received a copy of the AMENDED & RESTATED BYLAWS of the Northwest State Community College Foundation that includes Article VI. CONFLICT OF INTEREST.

I have read and understand the policy; agreed to comply with the policy; and understand that the Foundation is a charitable organization and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I understand that it is my obligation to disclose a conflict of interest, or appearance of a conflict, to the chair of the Board when a conflict, or appearance of a conflict, arises, and that for transactions in which I have a conflict, I will abstain from any vote on the matter involving the conflict.

Signature: _________________________________________  Date: __________________

REVISION RECORD:
Rev. A. JUNE 30, 2011
Conflict of Interest Policy