

**THE VOLUNTEER CENTER
OF SOUTHWESTERN FAIRFIELD COUNTY**

The Conflicts of Interest Policy

The policy on conflicts of interest of The Volunteer Center of Southwestern Fairfield County, Inc. (“The Volunteer Center”) is as follows:

- a) Any possible conflict of interest on the part of any Board member should be disclosed to other Board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.
- b) Any Board member having a possible conflict of interest on any matter should not vote or use his/her personal influence on the matter, and he/she should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- c) The foregoing requirements should not be construed as preventing the Board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other Board members since his/her knowledge may be of great assistance.
- d) No director or officer of The Volunteer Center may engage in any excess benefit transaction as defined in section 4958 of the Internal Revenue Code. The Board shall not approve any “revenue-sharing” arrangements unless such an arrangement (1) may be amended by the Board to ensure that The Volunteer Center is not liable for any excise tax under section 4958 of the Internal Revenue Code and (2) the arrangement does not at any point permit a director or any “disqualified person” within the meaning of section 4958 of the Internal Revenue Code, to receive compensation without providing proportional benefits that contribute to The Volunteer Center’s accomplishment of its exempt purpose.
- e) No transaction involving a conflicting interest shall be approved by the Board, unless permitted by section 33-1129 or 33-1130 of the Connecticut Nonstock Corporation Law (the “Law”). Section 33-1129 of the Law provides, among other requirements, that a majority, but no fewer than two, of all the disinterested directors on the Board, or on a committee thereof, constitutes a quorum for purposes of action that complies with this section and that directors’ actions that otherwise comply with section 1129 are not affected by the presence or vote of a director who is not a disinterested director.
- f) Except as may otherwise be determined by the Board, a donation to the Volunteer Center by, or honoring by the Volunteer Center of, an employer or related party of any Board member shall not constitute a conflict of interest under this policy; provided that any such honoring is voted upon by qualified directors in accordance with Section 33-1129 of the Law.
- g) The Secretary shall document the basis for the Boards’ determination, including a record of the discussion preceding the vote and any documentary or other data reviewed by the directors, in the minutes of the meeting or otherwise, but in all events prior to the next meeting of

the Board or committee, and such minutes or other record shall be approved as reasonable, accurate and complete at such next meeting.

This policy shall be reviewed annually for the information and guidance of Board members and that any new Board member be advised of the policy upon entering the duties of his/her office. Each Board member shall execute the Annual Statement regarding conflicts of interest and statement affiliation. The Board Chairperson and Secretary shall be responsible for carrying out these procedures.

For the purposes of this Policy:

i) A person shall be deemed to have a “conflict of interest” or a “conflicting interest” with respect to a matter if the person or a “related party” with respect to the person (a) is a party to the transaction, (b) has a beneficial interest in the transaction, (c) would be significantly financially affected by the transaction or (d) is otherwise considered to have a “conflicting interest” as provided in section 33-1127 of the Law.

ii) A “related party” shall include, without limitation: a member of the immediate family of the director or officer; an entity in which the director or officer or a family member is a director, trustee or officer; a person or entity which is an employer of the director or officer or the director or officer’s family member; a trust, estate, incompetent, ward or minor of which the director or officer (or family member) is a fiduciary; and such other person and entities as may be considered to be “related parties” under section 33-1127 of the Law.

iii) “Immediate family” shall mean a spouse or domestic partner (any person having the same home as the director), children, parents, siblings, spouses of siblings, ancestors, children, grandchildren, great-grandchildren, and spouses or domestic partners of the foregoing. For purposes of this policy, a “transaction” shall include, without limitation, a gift, grant, or distribution to an entity exempt from taxation under section 501 of the Internal Revenue Code and a compensation or other contractual arrangement between The Volunteer Center and another party.

iv) A transaction involving a conflicting interest shall also be deemed to include any transaction between The Volunteer Center and (a) a director, (b) an officer (or person exercising the powers of an officer), (c) any person with authority to control or determine a significant portion of The Volunteer Center’s capital expenditures, operating budget, or compensation for employees, (d) a person with managerial authority or who serves as a key adviser to such person or (e) a member of a committee of the Board of Directors or a volunteer who is a “disqualified person” under section 4958 of the Internal Revenue Code.

v) Uncompensated services to or contributions to The Volunteer Center by a director or officer does not constitute a conflicting interest for purposes of this Policy, as well as reimbursement of reasonable and actual out-of-pocket expenses related to such services.

Approved: The Volunteer Center of Southwestern Fairfield County, Inc. Board of Directors
_____, 2009