

Ecosystem Restoration Camps USA INC Bylaws

Approved 8 September 2020

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ARTICLE I. Name & Purpose

Section 1. *Name.* The Corporation shall be known as: Ecosystem Restoration Camps USA, Inc. (hereinafter “the Corporation”) incorporated under the laws of the State of New York.

Section 2. *Corporate purposes.* The purposes of the Corporation are set forth in the Certificate of Incorporation, as may be amended, and qualify the Corporation for exemption from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended. These purposes, to wit, include: supporting the implementation of restoration sites in the U.S., for example through both theoretical and applied education on ecosystem restoration, design, and practices.

ARTICLE II. Membership

Section 1. *Membership.* Membership shall consist of the board of directors (hereinafter “the Board”).

ARTICLE III. Board of Directors

Section 1. *Board role, size, and compensation.* The Board is responsible for overall policy and direction of the Corporation, and governs the operations, finances and affairs of the Corporation. The Board delegates responsibility of day-to-day operations to the staff and committees. The Board shall determine the policies and procedures of the Corporation. The Board shall approve a budget for the succeeding fiscal year, prior to the conclusion of the current fiscal year. The Board shall have the power to amend the bylaws of the Corporation. The Board shall have up to 7 but not fewer than 3 members. Board members receive no compensation other than reimbursement for reasonable expenses.

Section 2. *Terms.* All Board members shall serve two-year terms, but shall be eligible for re-election for up to five consecutive terms.

Section 3. *Meetings and notice.* The Board shall meet at least three times per year, at an agreed upon time and place.

3.1. *Electronic communication.* Members of the Board may participate in any meetings by conference telephone, electronic video screen communication or similar communications equipment where all members can hear and be heard. Participation by such means shall constitute presence in person at a meeting of the Board.

Section 4. *Board elections.* During the last quarter of each fiscal year of the Corporation, the Board shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Board, called in accordance with the provisions of these bylaws.

Section 5. *Election procedures.* New directors shall be elected based on a majority vote of all members present at such a meeting, less the director being elected and provided there is a quorum. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6. *Quorum.* A quorum must be attended by at least a majority of Board members for business transactions to take place and motions to pass.

Section 7. *Officers and duties.* There shall be four officers of the Corporation, consisting of a chair, vice-chair, secretary and treasurer of the Board. The officers of the Corporation shall have the powers and duties prescribed in the bylaws of the Corporation, unless otherwise precluded by statute, regulation or these bylaws. Their duties are as follows:

The **chair** shall convene regularly scheduled Board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The **vice-chair** shall chair committees on special subjects as designated by the Board.

The **secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **treasurer** shall make a report at each Board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8. *Vacancies.* When a vacancy on the Board exists mid-term that brings the number of Board members below the minimum of three, the secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9. *Resignation, termination, and absences.* Resignation from the Board must be in writing and received by the secretary. Board members shall be terminated from the Board due to excess absences, more than three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10. *Special meetings.* Special meetings of the Board shall be called upon the request of the chair, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.

Section 11. *Annual report.* The president of the Corporation shall annually present to the Board, a report outlining the Corporation's fiscal status. This report shall include an annual balance sheet and profit and loss statement, or a financial statement performing a similar function for the preceding fiscal year, confirming assets (restricted and unrestricted) and liabilities, revenues and receipts and expenses. Each such report shall be filed with the records of the Corporation and a copy, or an abstract thereof, shall be entered in the minutes of the proceedings of the official Board meeting at which the report is presented.

Article IV. Committees

Section 1. *Committee formation.* The Board may create committees as needed, such as nominations, public relations, data collection, etc. The Board chair appoints all committee chairs.

Section 2. *Executive Committee.* The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the

Executive Committee shall have all the powers and authority of the Board of directors in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

Section 3. *Finance Committee.* The treasurer is the chair of the Finance Committee, which includes three other Board members. Under no circumstances shall the Corporation's "Independent Auditor" (as defined by Appendix "A") or a partner, employee of business associate or "Relative" (as defined by Appendix "A") of the Independent Auditor's firm, serve on the Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The committee shall assure that proper federal and state compliance and tax filings are submitted, and that any taxes due have been paid or, otherwise, addressed. It shall periodically review the Corporation's internal and financial controls, and the adequacy of the Corporation's insurance coverage. It shall also assure that proper policies and procedures are in place to ensure that all newly-received and annually-submitted Conflict of Interest Disclosure Statements, an unexecuted copy of which is annexed to these By-Laws as Appendix "B," and any case-specific Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the chair of the Committee and shall subsequently see to it that they are properly considered for auditing purposes. The financial records of the organization are public information and shall be made available to Board members and the public.

Section 4. *Meetings.* Meetings of committees, of which no formal notice shall be necessary, shall be held at such time and place as may be fixed by the president or the chair of the applicable committee or by majority vote of the members of the committee.

Section 5. *Quorum and manner of acting.* Unless otherwise provided by resolution of a specific Board committee, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of all committees shall be subject to the direction of the Board, except where the Board has permissibly delegated authority to act, within statutory limitations, to a committee of the Board. All committees shall maintain appropriate minutes of their meetings in an effort to document proper and appropriate oversight and report to the Board at the next regular meeting.

Section 6. *Vacancies.* Vacancies created on a committee shall be filled in accordance with the requirements of this Article.

ARTICLE V. Officer & Director Compensation, Reimbursement, & Loans

Section 1. *Compensation.* No officer of the Corporation or member of the Board, shall receive compensation for their service. However, with prior approval of the Board, they may be reimbursed for actual, reasonable expenses incurred in the performance of their duties. The Board shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for employed staff of the Corporation.

Section 2. *Loans.* No loans shall be made by the Corporation to its Directors, Officers, Members of Committees or to any other corporation, firm, Corporation or other entity in which an Officer, Member of the Board, or Committee Members of the Corporation are directors or officers or hold

a substantial financial interest, except as may be permitted by statute.

ARTICLE VI. President & Staff

Section 1. *President.* The president is hired by the Board. The president shall carry out the policies of the Board, under direction of the Board, and is responsible for the day-to-day operation of the Corporation's office. The president will attend all Board meetings, report on the progress of the organization, answer questions of the Board and carry out the duties described in the job description. The president shall maintain all publications, reports, minutes and other records; and shall be responsible for keeping the Manual of Policies and Procedures up to date.

ARTICLE VII. Fiscal Year & Independent Financial Audit

Section 1. *Fiscal year.* The fiscal year of the Corporation shall commence on the 1st day of January and conclude on the 31st day of December.

Section 2. *Independent financial audit.* If required by statute, contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board, the accounts of the Corporation shall be subject to an annual audit report or review to prepared by an Independent Auditor (as defined by statute) to be overseen by either the Board, or an authorized committee of the Board.

ARTICLE VIII. Cooperation with Stichting Ecosystem Restoration Camps Foundation

Section 1. The Corporation shall cooperate with Stichting Ecosystem Restoration Foundation (ERF), located in the Netherlands. The Ecosystem Restoration Camps movement is supported by other legal entities in several countries and collaboration will be sought at all times. At least one member of the ERF Supervisory Board shall serve as a member of the Board.

ARTICLE IX. Statutory Compliance

Section 1. *Definitions.* Should any term, phrase or understanding relative to any topic addressed in these By-Laws and/or the policies of the Corporation be specifically defined in be defined in **Appendix "A,"** of these bylaws the stipulated definition of such term shall govern for purposes of interpreting the bylaws and/or corporate policies.

Section 2. *Conflicts of interest & related party transaction protocols.* This Corporation shall adopt, and at all times honor, a written Conflicts of Interest & Related Party Transaction Policy to assure that officers, members of the Board, and key employees act in the Corporation's best interest and comply with applicable statutory, regulatory and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

- i. *Procedures.* Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board, or an authorized committee, as appropriate.
- ii. *Restrictions.* Stipulations that when the Board, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:
 - (a) participate in any deliberations;

- (b) attempt to influence deliberations; and/or,
- (c) cast a vote on the matter.
- iii. *Definitions.* Definitions of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction.
- iv. *Documentation.* Requirements that the existence and resolution of the conflict and/or transaction be documented in the records of the Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,
- v. *Audit-related disclosure.* Protocols to assure for the disclosures of all real or potential Conflicts of Interest and/or Related Party Transactions are properly forwarded to the Board, or another authorized committee, as appropriate, for purposes of audit-related consideration.

Section 3. *Conflicts of Interest & Related Party Transaction Policy.* The Conflicts of Interest and Related Party Transaction Policy of the Corporation is annexed hereto, and made a part hereof as **Appendix “B.”** This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board present at any regular meeting or special meeting called for that purpose, with the change in policy to not be applicable to any pending or currently being reviewed real or potential conflicts of interest or Related Party Transaction.

Section 4. *Potential Conflicts Disclosure Statement.* The Potential Conflicts Disclosure Statement of the Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as **Appendix “C.”**

ARTICLE X. Indemnification of Directors, Officers, & Employees

Section 1. The Corporation shall indemnify its directors, officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney’s fees, in connection with any claim asserted against the director, officer, employee or volunteer by court action, or otherwise, by reason of the fact that such person was a director, officer, employee or volunteer of the Corporation and acting in good-faith for a purpose which such person reasonably believed to be in the best interest of the Corporation, and was not unlawful, unethical or immoral. In order to assure adequate indemnification, the Corporation shall be required to purchase and maintain appropriate directors and officers (“D & O”) liability insurance coverage.

ARTICLE XI. Fundamental Corporate Changes

Section 1. *Bylaw amendment.* Amendments may be initiated by the Board. The Board shall be required to submit all proposed amendments of the Corporation’s bylaws with recommendation, for ratification by a two-thirds majority of members. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.

Section 2. *Certificate of Incorporation amendment.* The Corporation’s Certificate of Incorporation may be changed or amended, in whole, or in part, by a two-thirds (2/3) majority vote of the members present at any regular Board meeting or special meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Change or Amendment is accepted for filing by the New York Department of State.

Section 3. *Merger or consolidation.* This Corporation may be merged or consolidated by a two-thirds (2/3) majority vote of the Directors present at any meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Merger or Consolidation is

accepted for filing by the New York Department of State.

Section 4. *Dissolution procedure.* Unless stipulated otherwise herein, this Corporation may be dissolved by a two-thirds (2/3) majority vote of the Directors present at any regular Board meeting or special meeting called for that purpose. Upon dissolution of the Corporation, provided all statutory approvals are subsequently secured and any Certificate of Dissolution is accepted for filing by the New York Department of State.

4.1. *Residual assets.* In seeking approvals necessary for dissolution, the Corporation shall exercise its best efforts to assure that any residual assets shall be donated to another not-for-profit Corporation, or Corporations, qualified under Section 501(c)(3) of the Internal Revenue Code with corporate purposes similar to those of this Corporation.

CERTIFICATION

These bylaws were approved at a meeting of the Board of directors by a two-thirds majority vote on Thursday, September 8, 2020.

Secretary Signature

Date 8 September 2020

APPENDIX A. Bylaw & Corporate Policy Definitions

1. Officer

An “Officer” means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or By-Laws.

2. Director

A “Director” means any member of the governing Board of the Corporation, whether designated as director, trustee, manager, governor, or by any other title.

3. Entire Board

The “Entire Board” means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. If the bylaws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors.

4. Key Employee

A “Key Employee” means any person who is in a position to exercise substantial influence over the affairs of the Corporation, including any employee with responsibilities concerning capital expenditures, operating budget, employee compensation, or a substantial portion of the organization’s income/expenses.

5. Relative

A “Relative” of an Officer, Director or Key Employee of the Corporation means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren and ancestors.

6. Independent Director

An “Independent Director” means a Director who:

- i. is not, and has not been within the last three (3) fiscal years, an employee of the Corporation and does not have a Relative who is, or has been within the last three (3) fiscal years, a Key Employee (as defined by these By-Laws) of the Corporation;
- ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation; and,
- iii. is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this definition the term “payments” does not include charitable contributions.

7. Independent Auditor

An “Independent Auditor” means any Certified Public Accountant performing the audit of the financial statements of the Corporation who is not, nor is any member of his/her firm, an Officer, Director, employee or volunteer of the Corporation or has a Relative who is such an individual.

APPENDIX B. Board of Directors' Conflicts of Interest & Related Party Transaction Policy

1. Policy Requirements

Any real or potential "Conflict of Interest" and/or "Related Party Transaction" (each as defined herein) and any other interested matter must be addressed in accordance with the terms of this Board of Directors Conflicts of Interest and Related Party Transactions Policy. Any Conflict of Interest and/or Related Party Transaction, or any other interested matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of a majority (50% +1) of the Board of Directors, excluding any Directors with an interest in the subject transaction or matter.

2. Definitions

a. Conflict of Interest. Unless otherwise specifically excluded herein, a "Conflict of Interest" means any transaction, agreement or any other arrangement, including, but not limited to a "Related Party Transaction," as defined herein, between this Corporation and another individual or entity that confers a direct, substantial benefit to any Related Party, as defined herein. The following circumstances shall *not* be considered a Conflict of Interest for purposes of interpretation of this definition or consideration of a Conflict of Interest by the Board of Directors:

- i. the current, or prior, service of an Officer, Director or Key Employee of this Corporation, or a Relative thereof, all as defined herein, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is otherwise controlled by, or controls, this Corporation, and/or; an affiliate of any corporate entity controlled by, or that controls, this Corporation, or;
- ii. the current, or prior, receipt by an Officer, Director or Key Employee of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does, has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning any Conflict of Interest must be considered in strict compliance with the adopted policies and procedures of the Corporation.

b. Related Party Transaction. Unless otherwise specifically excluded herein, a "Related Party Transaction" means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation is a participant. The following circumstances shall *not* be considered a Related Party Transaction for purposes of interpretation of this definition or consideration of a Related Party Transaction by the Board of Directors:

- i. the current, or prior, service of an Officer, Director or Key Employee of this Corporation, or a Relative thereof, all as defined herein, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity otherwise controlled by, or controls, this Corporation, and/or; an affiliate of any corporate entity controlled by, or that controls, this Corporation, or;
- ii. the current, or prior, receipt by an Officer, Director or Key Employee of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does not, or has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.

c. Related Party. A "Related Party" means any:

- i. Officer, as defined by statute;
- ii. Director, as defined by statute;
- iii. Key Employee, as defined by statute;
- iv. founder of the Corporation;
- v. individual who has made substantial monetary contributions to the Corporation;
- vi. Relative, as defined by statute, of an Officer, Director, Key Employee, founder or substantial contributor;
- vii. partnership or professional corporation where an Officer, Director or Key Employee, or a Relative thereof, directly or indirectly, has an ownership interest in excess of five percent (5%);
- viii. entity where an Officer, Director or Key Employee, or a Relative thereof, directly or indirectly, holds a thirty-five percent (35%), or greater, ownership or beneficial interest;
- or,
- ix. corporate entity where an Officer, Director or Key Employee, or a Relative thereof, serves as an officer, director, trustee, key employee or partner, or the equivalent thereof.

3. General Disclosure

Prior to initial election, and annually thereafter, each Director shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, owner (either as a sole proprietor, partner or member) or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a real or potential interest. The Secretary shall provide a copy of all completed disclosure statements to the Board of Directors, or another authorized committee thereof, as appropriate. A copy of each disclosure statement shall be available to any Director on request.

4. Specific Disclosure

If at any time during his or her term of service, a Director, Officer or Key Employee (each as defined by Appendix "A") acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Conflict of Interest and Related Party Transaction, or any other interested matter, he or she shall promptly disclose, in good-faith, to the Board of Directors, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

5. Process of Review

The Board of Directors, or another designated Committee of the Board, shall thoroughly review any real, or potential, Conflict of Interest or Related Party Transaction, or any other interested matter and, if a designated Committee, submit to the Board a recommendation as to whether or not it should be approved.

6. Standard of Review

For purposes of this policy, amongst the considerations of the Board of Directors, or another authorized committee of the Board, as appropriate, relative to assessment of any real or potential Conflict of Interest and/or Related Party Transaction, shall be the determination as to whether any financial interest, amounts to a Conflict of Interest and/or a Related Party Transaction, each as

defined herein. Should any such financial interest be considered a Conflict of Interest and/or a Related Party Transaction, the terms of this “Conflict of Interest” and/or “Related Party Transaction Policy” shall apply with regard to proper consideration of the matter. Should the financial interest not amount to a Conflict of Interest and/or Related Party Transaction, as defined herein, the transaction shall be considered a matter unworthy of additional non-customary review and/or documentation.

7. Authorization of Conflicts of Interest & Related Party Transactions

The Corporation shall not enter into any matter considered to be a Conflict of Interest and/or a Related Party Transaction, or any other interested matter, unless such a financial transaction, or other matter, is determined by the Board to be fair, reasonable and in the Corporation's best interest at the time of such determination.

8. Authorization of Transactions Concerning Substantial Financial Interest

With respect to any Conflict of Interest and/or Related Party Transaction, or other interested matter, in which a Related Party, or otherwise conflicted individual, has a substantial financial interest, the Board of Directors, or another authorized designated Committee of the Board, as appropriate shall:

- i. prior to entering into any such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from, at least, two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds (2/3s) majority vote of the Directors and/or committee members, as appropriate, present at the meeting; and,
- iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors, or committee members, present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

9. Restrictions

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Board, or another authorized designated Committee of the Board, as appropriate, no Related Party, or otherwise conflicted individual, shall:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or,
- iii. cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party, or otherwise conflicted individual, present information concerning a Conflict of Interest and/or Related Party Transaction, or any other interested matter, at a Board, or authorized committee thereof, meeting prior to the commencement of deliberations or related voting.

10. Recognized Exceptions

Although not stipulated in statute, the Charities Bureau of the New York State Office of the Attorney General has advised that a certain transaction that might, by definition, be considered a Conflict of Interest and/or a Related Party Transaction need not necessarily be subject to, otherwise applicable, contemporaneous documentation requirements stipulated herein as a

consequence of it being a matter that would not customarily require the action or approval of the Board of Directors. As a consequence of the foregoing, while all other obligations of this policy remain in effect, the Corporation need not contemporaneous document, or disclose for auditing purposes, any of the following:

- i. *de minimis* transactions — transactions being of a small size relative to this Corporation's budget and assets, which would customarily fall below the threshold of review by the Board of Directors;
- ii. ordinary course of business transactions — transactions or activities that are undertaken in the ordinary course of business by staff of this Corporation, as consistent with either past corporate or sector practices;
- iii. mission-focused transactions — transactions involving benefits provided to a Director solely as a consequence of his/her membership in a class of individuals that the Corporation intends to benefit in accomplishing its mission, provided any such transactions are authorized in good-faith, without any undue benefit to the conflicted, or otherwise interested, Director, and/or,
- iv. compensation-related transactions — transactions related to compensation, or reimbursement of a Related Party, or otherwise conflicted Director, for reasonable expenses incurred on behalf of this Corporation.

Nothing herein shall be interpreted so as to permit or authorize a Related Party, or otherwise conflicted Director, to attempt to improperly influence the decision-maker(s) or reviewer(s) in a given Related Party Transaction, or other conflicted matter.

11. Audit-Related Disclosure

It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Director Disclosure Statements and any case-specific Conflict of Interest and/or Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Secretary of the Board of Directors, or the chair an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes.

APPENDIX C. Annual Potential Conflicts Disclosure Statement

As a Director or Officer or Key Employee of the Corporation, prior to your being seated on the Board of Directors or commencing employment with the Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time.

Please mark ‘Yes’ or ‘No’ & provide additional information when requested

Financial Information Return Disclosure

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, key employee, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), in, an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with the Corporation?

_____ No Yes If Yes, briefly describe below & attach a detailed explanation

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Director” or “Key Employee” of the Corporation?

_____ No Yes If Yes, briefly describe below & attach a detailed explanation

3. Do you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with the Corporation?

_____ No Yes If Yes, briefly describe below & attach a detailed explanation

4. Have you, or did you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with the Corporation that

might reasonably be considered a real or potential conflict of interest pursuant to the Corporation's Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

No Yes

If *Yes*, briefly describe below & attach a detailed explanation

5. Have you been provided with, properly reviewed and reasonably understand the terms of the Corporation's current written Board of Directors Conflicts of Interest Policy?

No Yes

If *No*, briefly describe below &/or attach a detailed explanation

Independent Director Assessment Disclosure.

In order to qualify as an “Independent Director,” as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the *negative* to each of the following questions, although failure to respond to all questions in the *negative* shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an employee of the Corporation of the Corporation?

No Yes If *Yes*, briefly describe below & attach a detailed explanation

2. Do you have a “Relative” who is, or has been within the last three (3) years, a “Key Employee” of the Corporation?

No Yes If *Yes*, briefly describe below & attach a detailed explanation

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, other than reimbursement for out-of-pocket expenses?

No Yes If *Yes*, briefly describe below & attach a detailed explanation

4. Do you have a “Relative” who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, other than reimbursement for out-of-pocket expenses?

No Yes If *Yes*, briefly describe below & attach a detailed explanation

5. Are you a current officer or employee of, or do you have a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation, for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition the term “payments” does not include charitable contributions.

No Yes If *Yes*, briefly describe below & attach a detailed explanation

6. Do you have a Relative who is a current officer or employee of, OR has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition the term “payments” does not include charitable contributions.

No Yes

If *Yes*, briefly describe below & attach a detailed explanation

– Certification –

I, the undersigned, certify that I have read and understand this Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests and Related Party Transaction Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

Director Signature

Date