



NATIONAL AYURVEDIC MEDICAL ASSOCIATION CONFLICT OF INTEREST POLICY

Article 1: PURPOSE

This conflict of interest policy is designed to foster public confidence in the integrity of the **NATIONAL AYURVEDIC MEDICAL ASSOCIATION** (the "Organization") and to protect the Organization's interest when it is contemplating entering a transaction (defined below) that might benefit the private interest of a director, a corporate officer, the top management or top financial official, or a key employee (defined below).

Article II: Definitions

The following are considered *insiders* for the purposes of this policy:

1. Each member of the Board of Directors (the "Board"), any committee of the Board, or any other governing body of the Organization.
2. The president, chief executive officer, chief operating officer, treasurer, chief financial officer, and executive director, and any person with the responsibilities of any of these positions (whether or not the person is an officer of the Organization under the Organization's Bylaws or the California Corporations Code).
3. Any key employee, meaning an employee who: (a) has responsibilities or influence over the Organization similar to that of officers, directors or trustees; or (b) manages a program that represents 10% or more of the activities, assets, income, or expenses of the Organization; or (c) has or shares authority to control 10% or more of the Organization's capital expenditures, operating budget, or compensation for employees.

Interest means any material financial interest, whether through commitment, investment, relationship, obligation, involvement or otherwise, direct or indirect, that may influence a person's judgment, including receipt of compensation from the Organization, and a sale, loan, or exchange transaction with the Organization.

A *conflict of interest* is present when, in the judgment of the body or individual determining whether a conflict exists, an insider or person related to the insider by family or business relationship ("Interested Person") has a material financial interest in the transaction such that it reduces the likelihood that an insider's influence can be exercised impartially in the best interests of the Organization.

Transaction means any transaction, agreement or arrangement between an Interested Person and the Organization, or between the Organization and any third party where an Interested Person has a material financial interest in the transaction or any party to it.

Article III: Procedures

1. *Duty to Disclose*

Each Interested Person shall disclose to the Board all material facts regarding his, her, or its interest (including relevant affiliations) in the transaction. The Interested Person shall make that disclosure promptly upon learning of the proposed transaction.

2. *Determining Whether a Conflict of Interest Exists*

With regard to an Interested Person, the Board shall determine if a conflict of interest exists.

3. *Procedures for Addressing a Conflict of Interest*

The Board shall follow the procedures set forth in Article IV in order to decide what measures are needed to protect the Organization's interests in light of the nature and seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate. In the case of an insider who is a director, the director shall not vote on any transaction in which the director has an interest, and the remaining Board members shall decide the matter.

Article IV: Review by the Board

The Board may ask questions of and receive presentation(s) from the insider(s) and any other Interested Person(s) and may deliberate and vote on the transaction in their presence. The Board shall ascertain that all material facts regarding the transaction and the Interested Person's conflict of interest have been disclosed to the Board and shall compile appropriate data to ascertain whether the proposed transaction is just and reasonable to the Organization.

After exercising due diligence, which may include investigating alternatives that present no conflict, the Board shall determine whether the transaction is in the Organization's best interest, for its own benefit, and whether it is just and reasonable to the Organization; the transaction can be approved by the Board by majority vote of those present at a meeting for which quorum requirements have been met, without counting the vote of any interested directors. Interested or common directors may be counted in determining the presence of a quorum at such meeting.

Article V: Records of Proceedings

The minutes of any meeting of the Board pursuant to this policy shall contain: (1) the name of each Interested Person who disclosed or was otherwise determined to have an interest in a transaction; (2) the nature of the interest and whether it was determined to constitute a conflict of interest; (3) any alternative transactions considered; (4) the members of the Board who were present during the debate on the transaction, those who voted on it, and to what extent Interested Persons were excluded from the deliberations; (5) any comparability data or other information obtained and relied upon by the Board and

how the information was obtained; and (6) the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

Article VI: Annual Disclosure and Compliance Statements

Each director, each corporate officer, the top management official, the top financial official, and each key employee of the Organization, shall annually sign a statement on the form attached, that:

1. affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy; and
2. discloses the person's financial interests and family relationships that could give rise to conflicts of interest.

Article VII: Violations

If the Board has reasonable cause to believe that an insider of the Organization has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related Interested Person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board determines that the insider has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

Article VIII: Annual Reviews

To ensure that the Organization operates in a manner consistent with its status as an organization exempt from federal income tax, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.

NATIONAL AYURVEDIC MEDICAL ASSOCIATION

**CONFLICT OF INTEREST POLICY
ACKNOWLEDGMENT AND FINANCIAL INTEREST DISCLOSURE STATEMENT**

Our Organization follows a conflict of interest policy designed to foster public confidence in our integrity and to protect our interest when we are contemplating entering a transaction or arrangement that might benefit the private interest of a director, a corporate officer, our top management official and top financial official, any of our key employees, or other interested persons.

Part I. Acknowledgment of Receipt

I hereby acknowledge that I have received a copy of the conflict of interest policy of the **NATIONAL AYURVEDIC MEDICAL ASSOCIATION**, have read and understood it, and agree to comply with its terms.

Printed Name _____

Signature _____

Date _____

Part II. Disclosure of Financial Interests and Relationships

We are required annually to file Form 990 with the Internal Revenue Service, and the form we file is available to the public. To complete Form 990 fully and accurately, we need each officer, director and key employee to disclose the information requested in this Part II.

A “conflict of interest,” for purposes of Form 990, arises when a person in a position of authority over an organization, such as an officer, director, or key employee, may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

Please check ONE of the following boxes:

I am not aware of any financial interests or relationships involving me or a family member that could present a conflict of interest that I have not disclosed. *[Proceed to the signature block below. Do not complete the table below.]*

OR

I hereby disclose my financial interests and relationships involving me or a family member that could give rise to a conflict of interest in the following table. *Complete the table below; use additional pages as needed. Proceed to the signature block below.]*

Family Relationships	Names of those presenting a potential conflict of interest
Include spouse/domestic partner, living ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great grandchildren, and spouses/ domestic partners of any of the foregoing	
Type of Interest	Description of interest that could lead to a conflict of interest
Transactions or arrangements with the Organization	
Transactions or affiliations with other nonprofit organizations	
Substantial business or investment holdings	
Transactions or affiliations with businesses not listed above	

Please attest that you have disclosed all pertinent information by signing below:

Printed Name _____

Signature _____

Date _____

Part III. Confidentiality and Nondisclosure

Confidentiality

In the course of providing Donated Services to the Association, I have had and/or will have access to confidential and proprietary information of the Association, including, but not limited to, technical information, computer software, social media resources, know-how, service information, business plans, marketing plans, member lists and information, supplier lists and information, training and operational procedures, other information concerning the Association services, processes, promotions, development, financing, business policies and practices, and other forms of information considered by the Association to be proprietary and confidential, or in the nature of a trade secret, including information I develop or create as an Association volunteer and information that is not in physical or tangible form that may be recalled by memory alone (collectively, the “Confidential Information”). To the extent Confidential Information does not qualify as a trade secret under applicable law, it will nonetheless be protected under this Agreement. The Association has a strong and legitimate business interest in preserving and protecting its Confidential Information and goodwill. This Confidential Information and goodwill are valuable assets of the Association, and if disclosed, would cause the Association significant and irreparable harm.

Acknowledgement of Confidentiality

I have read the above Confidential Information paragraph in this Conflict of Interest Policy form, fully understand its terms, understand that I am giving up rights by signing it, and am signing it voluntarily and without any inducement or assurance of any nature. I am 18 years of age or older, and legally able to accept this Agreement. I recognize that my signature serves as a complete and unconditional release of all liability to the maximum extent permitted by law.

Printed Name _____

Signature _____

Date _____

Nondisclosure

From the date of execution of this Conflict of Interest Policy, and forever thereafter, I will not directly or indirectly disclose, furnish, or make accessible, to any individual or entity, or copy, take, or use, for my own benefit or the benefit of any other individual or entity other than the Association, any Confidential Information, except: (i) as required by law, government regulation, or court order; or (ii) with the Association’s prior written consent. In the event I am requested or required to disclose any Confidential Information in connection with any legal or administrative proceeding, I will, to the extent not prohibited by law, promptly notify the Association in writing of such request or requirement so that the Association can seek a protective order or other remedy to prevent or limit disclosure of the Confidential Information. In the event that such protective order or other remedy is not obtained, I will furnish only that portion of the Confidential Information that, in the written opinion of my attorney, is legally required to be disclosed, and I will use my best efforts to obtain assurances that confidential treatment will be accorded to such information.

Acknowledgement of Nondisclosure

I have read the above non-disclosure paragraph of this Conflict of Interest Policy, fully understand its terms, understand that I am giving up rights by signing it, and am signing it voluntarily and without any inducement or assurance of any nature. I am 18 years of age or older, and legally able to accept this Agreement. I recognize that my signature serves as a complete and unconditional release of all liability to the maximum extent permitted by law.

Printed Name _____

Signature _____

Date _____