

Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect Moore Impact, Inc's (hereinafter the "non-profit") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the non-profit or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the non-profit has a transaction or arrangement,
- b. A compensation arrangement with the non-profit or with any entity or individual with which the non-profit has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the non-profit is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the non-profit can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the non-profit's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the non-profit for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the non-profit for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the non-profit, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement, substantially in the form of Appendix A, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the non-profit is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the non-profit operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with the non-profit's management conform to the non-profit's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the non-profit may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article IX Policy Adoption and Oversight

The governing board is responsible for providing oversight of the adoption and implementation of, and compliance with this Policy.

This conflict of interest policy was adopted by unanimous written consent of the governing board on April 28, 2021.

Moore Impact, Inc.
Statement and Questionnaire Concerning Conflicts of Interest

Part A: To be Completed by Directors, Principal Officers, and Members of a Committee with Governing Board Delegated Powers

Please identify, to the best of your knowledge, any and all entities of which you are an officer, director, trustee, member, owner (either as a sole proprietor or a partner or, if in a partnership or professional corporation, in which you have a 5% ownership interest), or employee and with which Moore Impact, Inc. (the “Organization”) has a relationship:

Please identify, to the best of your knowledge, any and all transactions in which the Organization is a participant and in which you have or might have a financial or personal interest:

Please confirm whether you or any “relative” (as defined in the Conflict of Interest Policy), have or have engaged in, or whether you know of any other “Interested Person” (as defined in the Conflict of Interest Policy) that has or has engaged in, any of the following (other than matters already fully disclosed, evaluated and resolved):

	Yes	No
1. a direct or indirect interest (financial or otherwise) in a transaction, agreement or any other arrangement and in which the Organization or any affiliate participates.		
2. a compensation arrangement or other interest in a transaction with the Organization (other than your salary as an employee with the Organization).		
3. a compensation arrangement or other interest in or affiliation with any entity or individual that: (a) sells goods or services to, or purchases goods or services from, the Organization; (b) competes with the Organization; or (c) the Organization has, or is negotiating, or contemplating negotiating, any other transaction or arrangement with.		
4. used your/their position, or confidential information or the assets of the Organization to your/their (or an affiliated party’s or relative’s) personal advantage or for an improper or illegal purpose.		
5. solicited or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence on you/them (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction).		
6. acquired any property or other rights in which the Organization has, or you/they know or have reason to believe at the time of acquisition that the Organization is likely to have, an interest.		
7. an opportunity related to the activities of the Organization that is available to the Organization or to you/them, unless the board has made		

an informed decision that the Organization will not pursue that opportunity.		
8. indebtedness to the Organization, other than for amounts due for ordinary travel and expense advances.		
9. any other circumstances that may, in fact or in appearance, make it difficult for you/them to exercise independent, objective judgment or otherwise perform effectively.		

If yes, to any of the above please describe the relevant facts (attach a separate sheet if necessary):

Part B: To be Completed by Directors Only

	Yes	No
1. Have you been an employee or key person of the Organization or an affiliate of the Organization within the last three years?		
2. Do you have a relative who has been a director, principal officer, or member of a committee with governing board delegated powers or other key person of the Organization or an affiliate of the Organization within the last three years?		
3. Have you received and/or do you have a relative who has received more than \$10,000 in direct compensation from the Organization or an affiliate of the Organization in any of the last three fiscal years (not including reasonable compensation or reimbursement for services as a director)?		
4. Do you have a financial interest in, and/or are you an employee of, any entity that has provided payments, property or services to or received payments, property or services from, the Organization or an affiliate of the Organization in the last three fiscal years that exceeded the lesser of: (i) \$10,000 or 2% of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than \$500,000; (ii) \$25,000 if the entity's consolidated gross revenue was \$500,000 or more but less than ten million dollars; or (iii) \$100,000 if the entity's consolidated gross revenue was ten million dollars or more? If so, what is or was the nature of your financial interest or relationship?		
5. Do you have a relative who has a financial interest in, and/or who is an officer of, any entity that has provided payments, property or services to or received payments, property or services from, the Organization or an affiliate of the Organization in the last three fiscal years that exceeded the lesser of: (i) \$10,000 or 2% of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than \$500,000; (ii) \$25,000 if the entity's consolidated gross revenue was \$500,000 or more but less than ten million dollars; or (iii) \$100,000 if the entity's consolidated gross revenue was ten million dollars or more? If so, what is or was the nature of your relative's financial interest or relationship?		

If yes to any of the above, please describe the relevant facts (attach a separate sheet if necessary):

The answers to the foregoing questions are stated to the best of my knowledge and belief.

I also acknowledge that I have received a copy of and read and understood the Conflict of Interest Policy of the Organization and agree that I have adhered and will continue to adhere to such policy.

Additionally, I understand that in order to maintain its federal tax exemption, the Organization must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Date: _____ Signature: _____