



Conflict of Interest Policy for Earth Force, Inc.

The purpose of the following policy and procedures is to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to Earth Force, Inc., or result in personal financial, professional, or political gain on the part of such persons at the expense of Earth Force, Inc. or its Members, supporters, and other stakeholders.

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of Earth Force, Inc. *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person -- other than a board member -- who does not receive compensation for services and expertise provided to Earth Force, Inc. and retains a significant independent decision-making authority to commit resources of the organization. *Staff Member* means a person who receives all or part of her/his income from the payroll of Earth Force, Inc. *Supporter* means corporations, foundations, individuals, 501 (c) (3) nonprofits, and other nonprofit organizations who contribute to Earth Force, Inc..

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - c. A board member or their organization stands to benefit from an Earth Force, Inc. transaction or staff member of such organization receives payment from Earth Force, Inc. for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
 - d. A board member's organization receives grant funding from Earth Force, Inc.
 - e. A board member or staff member is a member of the governing body of a contributor to Earth Force, Inc.
 - f. A volunteer working on behalf of Earth Force, Inc. who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect Earth Force, Inc.'s best interests. Both votes shall be by a majority vote without

counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.

3. A Board member or Committee member who is formally considering employment with Earth Force, Inc. must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term, which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with Earth Force, Inc. must submit a written request for a temporary leave of absence to the Secretary of the Earth Force, Inc. Board, c/o the Earth Force, Inc.'s office, indicating the time period of the leave. The Secretary of Earth Force, Inc. will inform the Chair of the Board of such a request. The Chair will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the Earth Force, Inc.
4. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
5. Anyone in a position to make decisions about spending Earth Force, Inc.'s resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with Earth Force, Inc. or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all specified parties.



**Earth Force, Inc.
Conflict of Interest Disclosure Form**

This form must be filed annually by all specified parties, as identified in the Earth Force Conflict of Interest Policy Statement (ratified by the Earth Force, Inc.'s Board of Directors on August 17, 2010)

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify):

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

Signature

Printed Name

Date