

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

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 board or committee decides that a conflict of interest exists.

ARTICLE III PROCEDURES

1. Duty To Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with 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 or she shall leave the 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 board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

b. The chairperson of the 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 board or committee shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest and for its own

benefit, and whether the transaction is fair and reasonable to the corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts-of-Interest Policy

a. If the board or committee has reasonable cause to believe that 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 response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact 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 board and all committee with board delegated powers shall contain

1. 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 board's or committee's decision as to whether a conflict of interest in fact existed.
2. 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 therewith.

ARTICLE V COMPENSATION

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. Any voting member of the board of directors who receives compensation, directly or indirectly, from the corporation for services is precluded from discussing and voting on matters pertaining to that member's compensation. No director, either individually or collectively, is prohibited from providing information to the board of directors regarding

director compensation.

3. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

4. Officers and directors who receive compensation, directly or indirectly, from the corporation, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No officer or director, either individually or collectively, is prohibited from providing information to any committee regarding officer or director compensation.

ARTICLE VI

ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with board-delegated powers shall annually sign a statement that affirms that 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
- d. understands that the corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax- exempt purposes

ARTICLE VII

PERIODIC REVIEWS

To ensure that the corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining
- b. whether acquisitions of property and services from any person result in inurement or impermissible private benefit
- c. whether partnership and joint venture arrangements and arrangements with

management service organizations (if any) conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the corporation's charitable purposes, and do not result in inurement or impermissible private benefit

d. whether agreements to provide charitable services and agreements with other service providers and third parties further the corporation's charitable purposes and do not result in inurement or impermissible private benefit

ARTICLE VIII
USE OF OUTSIDE EXPERTS

In conducting the periodic reviews provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

NON-PROFIT AGENCY
CONFLICTS OF INTEREST CERTIFICATE

DISCLOSURE OF INTERESTS

In accordance with the above Conflict of Interest Policy, I am disclosing the following interests, relationships, and holdings that could potentially result in a conflict of interest between the interests of the Arts High Foundation, on the one hand, and my personal, professional, or business interest, on the other hand.

I understand that the Non-Profit Agency is committed to an environment where there are no undisclosed conflicts of interest by interested persons of the organization. I have read the organizations Conflicts-of-Interest Policy and will abide by it while an interested person of the organization.

Signature of Interested Person

Date