

Order of the Founders of North America, Inc.

also known as the Order of the Founders of North America, 1492-1692

Conflict of Interest Policy

Article I - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt interest of the Order of the Founders of North America, Inc., [OFNA] when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Order 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 Executive Committee member, General officer, officer, or member of a committee with delegated powers from the Executive Committee or the Grand Viscount General, 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 Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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 Executive Committee and members of committees with 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 Executive Committee or other meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Committee or committee members shall decide if a conflict of interest exists. Committees may wish to consult the Abogado General and/or Exchequer General for advice before a matter is considered.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation (either in person or written) to the Executive Committee or other relevant committee. The person making said presentation, he/she shall not be present or participate during the discussion and consideration of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Executive Committee 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 Executive Committee or committee shall determine whether the OFNA 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 Executive Committee or committee shall determine by a majority vote of the disinterested committee members whether the transaction or arrangement is in the OFNA'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 Executive Committee or other 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 Executive Committee or other 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 Executive Committee 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 Executive Committee'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.

c. The form **Documentation of Conflict of Interest Investigation** should also be completed and filed with the Secretariat General.

Article V

Compensation

a. At the present time there are no provisions within the By-Laws or structure of the OFNA which provide compensation for General Officers or any other officers for services rendered. If in the future, compensation is paid for services, then a voting member of the Executive Committee who receives such compensation, directly or indirectly, from the Order 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 OFNA 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 OFNA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each General Officer, officer and member of a committee with governing board delegated powers shall annually sign a statement 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 Organization 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.

e. This conflict of interest acknowledgement will be filed with the Secretariat General within the first month after the new officers are sworn in. The OFNA Form -### will be used for this acknowledgement

Article VII

Periodic Reviews

To ensure the OFNA 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 management organizations conform to the Organization'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 Organization 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.

**Order of the Founders of North America
Documentation of Conflict of Interest Investigation**

Names of the Persons disclosing or found to have financial interest in connection with an actual or possible conflict of interest.

Nature of the Financial Interest:

Actions taken to determine whether a conflict of interest exists:

Describe: a) Decision as to whether a conflict of interest in fact existed, b) include who participated in discussion and decision and c) record the result of the vote.

If alternatives to the proposed transactions or arrangements were proposed describe those alternatives and document the alternatives, discussions and votes on all such alternatives.

Dates of Actions:

Minutes Where Recorded:

Signature of Recording Secretary:

**ORDER OF THE FOUNDERS OF NORTH AMERICA, INC
ANNUAL STATEMENT –
CONFLICT OF INTEREST POLICY ACKNOWLEDGMENT**

Name:		Office Held		
			Yes	No
I have received a copy of the OFNA Conflict of Interests Policy:				
I have read and understand this policy.				
I agree to comply with the policy				
I understand that the OFNA is a charitable organization 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				
Signed:		Dated		