EXCERPT FROM THE BYLAWS
ARTICLE VIII: CONFLICT OF INTEREST

Section 8.1. Conflict of Interest. The National Forum, its components, and all officers, directors, delegate, representative, council, committee members, and staff scrupulously shall avoid any conflict between their own respective personal, professional or business interests and the interests of the National Forum, in any and all actions taken by them on behalf of the National Forum in their respective capacities.

In the event that any officer, director, delegate, representative, council, committee member, and staff of the National Forum shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction or activity with the National Forum, including but not limited to, transactions involving:

a. the sale, purchase, lease or rental of any property or other asset;
   b. employment, or rendition of services, personal or otherwise;
   c. the award of any grant, contract, or subcontract;
   d. the investment or deposit of any funds of the Association;

such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which such person has an interest, or otherwise attempting to exert any influence on the National Forum, or its components to affect a decision to participate or not participate in such transaction. This policy shall be reviewed every three years by legal counsel to ensure alignment with industry standards.

1. Purpose. The purpose of this Conflict of Interest Policy is to protect the nonprofit status and interests of the National Forum for Heart Disease and Stroke Prevention (National Forum), and to implement procedures to assure compliance with the Bylaws of the National Forum.

A conflict of interest may arise when a person with power or authority over the National Forum could benefit personally, directly or indirectly, from a decision or action they could take. This Policy will (a) require the disclosure of any actual or potential conflict of interest between persons with power or authority over the National Forum (directors, officers, committee members and staff) and the National Forum, and (b) implement procedures to review, mitigate and avoid the risk of any conflict or appearance of conflict of interest. This Policy is intended to supplement applicable federal and state laws regarding conflicts including the Georgia Nonprofit Corporation Code, Title 15, Article 8, Part 6 (OGCA Section14-3-860 et. seq).

2. Applicability. This Policy applies to directors, officers, committee members and staff who can influence the governance or actions of the National Forum. This includes anyone who has management power or makes operational or financial decisions for the National Forum, or who has a direct or indirect private or financial interest (including through a related person such as a family member, partner, trust or estate) with any entity with which the National Forum has or is negotiating an arrangement or transaction, or who has knowledge of or access to proprietary or confidential information of the National Forum.

3. Procedures.

A. Duty to Disclose. Each director, officer, committee member and staff shall promptly disclose to the Board of Directors of the National Forum (the Chairman or other officer) the existence or potential existence of any conflict or appearance of conflict of interest they may have with the National Forum as soon as it arises,
including the nature of and the material facts that relate to or may cause the potential conflict, prior to taking any action (or omission to act) on the matter.

B. Determining Whether Conflict Exists. After disclosure to the Board, including any meeting or discussion that may be requested by the Board, the person with the potential conflict or appearance of conflict shall exit the meeting and discussion. The disinterested members of the Board shall then review the disclosure, including all material facts, and decide whether a conflict or appearance of conflict exists. If the disinterested members decide a conflict and appearance of conflict does not exist, that will be documented, and the transaction may be approved.

C. Procedures to Address Conflict. If the disinterested members of the Board of Directors decide that a conflict or appearance of conflict does exist, that will be documented, and the disinterested members will discuss and adopt appropriate remedial action to address, mitigate and remove the conflict. This may include alternatives to the proposed arrangement or transaction. If no remedial action or alternative is reasonably possible, the disinterested members may decide whether the arrangement or transaction is in the best interest and for the benefit of the National Forum, and fair and reasonable, and if yes, then the transaction may be approved.

The disinterested members of the Board shall work to assure that no conflict of interest exists that may adversely affect the nonprofit and tax-exempt status and interest of the National Forum.

D. Violations of the Policy. Actual and potential conflicts of interest will be reviewed on a case-by-case basis. If the Board of Directors determines that a director, officer, committee member or staff failed to disclose an actual or potential conflict or appearance of conflict of interest, the Board shall take appropriate disciplinary and corrective action, up to and including removal.

E. Revisions. The Board retains authority to update, supplement and otherwise revise this Conflicts of Interest Policy, at any time or times, and in its sole and absolute discretion.

Acknowledgment

By signing below, I acknowledge receipt of and agreement to this Conflict of Interest Policy, including my duty to promptly disclose any conflict or appearance of conflict of interest to the Board of Directors of the National Forum for Heart Disease and Stroke Prevention.

Signature ______________________
Printed Name ____________________
Date ___________________________

Approved by the BOD, 5.20.24