

THE HUNTINGTON CAMERA CLUB CONFLICTS OF INTEREST POLICY

**(Adopted by the Club on
February 15, 2023)**

The full board of directors (the "Board") of the Huntington Camera Club (the "Club"), hereby adopts this Conflicts of Interest Policy.

CONFLICT OF INTEREST

A conflict of interest is a situation in which the financial, familial, or personal interests of board Directors ("Directors") or officers ("Officers") of the Club comes into actual or perceived conflict with his or her duties and responsibilities to the Club. Perceived conflicts of interest occur when there is there is an appearance that a Director or Officer can personally benefit from actions or decisions made in his or her official capacity, or where any of the aforesaid persons may be influenced to act in a manner not in the best interests of the Club. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a Director or Officer may have such conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy.

Directors and Officers must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced as a result of their relationship with any other party or entity. While it is not possible to describe or anticipate all the circumstances that may involve an apparent or actual conflict of interest, such a conflict typically arises when a Director or Officer has or will have:

- A financial or personal interest in any person, firm, corporation or association which has or will have or be involved in a transaction, agreement or any other arrangement in which the Club participates.
- The ability to use his or her position, confidential information or the assets of the Club to his or her personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence him or her, or could reasonably be expected to influence him or her, in the performance of his or her official duties or was intended as a reward for any action on his or her part.
- Any other circumstance that may or appear to make it difficult for the Director or Officer to exercise independent judgment and properly exercise his or her official duties on behalf of the Club.

PROCEDURES

Duty to Disclose: All material facts related to any actual or apparent conflict of interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to the Board. Such written disclosure shall be made part of the official record of the proceedings of the Club.

Determining Whether a Conflict of Interest Exists: The Board shall advise the individual who appears to have a conflict of interest how to proceed. The Board should seek guidance where it is unsure of how to proceed.

Recusal and Abstention: No Director or Officer may participate in any decision or take any official action of the Club with respect to any matter requiring the exercise of discretion, including discussing the matter and voting thereon, when he or she knows or has reason to know that the action could confer a direct or indirect financial or other material benefit on himself or herself, a relative, or any organization in which he or she is an employee or is otherwise deemed to have an interest. Directors and Officers must recuse themselves from deliberations, votes, or internal discussions on matters relating to any organization, entity or individual when their impartiality might be reasonably questioned, and are prohibited from attempting to influence other Directors or Officers in the deliberation and voting on such matter.

Records of Conflicts of Interest: The minutes of the Club meetings during which a perceived or actual conflict of interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the conflict was resolved.

Conflict of Interest Statement: Prior to the initial appointment of each Director or Officer, and annually thereafter, each such Director or Officer shall review and be deemed to have certified compliance with the provisions of this Policy.

Penalties: In addition to any penalty provided by law, rule or regulation, any Director or Officer who shall knowingly and intentionally violate this Policy may be suspended from his or her position with the Club.