



BOYS & GIRLS CLUBS
OF GREATER MEMPHIS

**Conflict of Interest Statement For Members of the Board of Directors,
Officers and Staff Members of Boys & Girls Clubs of Greater Memphis**

A conflict of interest may exist when the interests or activities of any Director, officer or staff member may be seen as competing with the interest or activities of Boys & Girls Clubs of Greater Memphis or a Director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship. It is the policy of Boys & Girls Clubs of Greater Memphis that all potential conflicts of interest be disclosed fully and immediately to the Board of Directors of Boys & Girls Clubs of Greater Memphis for appropriate consideration and action. A copy of the Conflict of Interest Policy of Boys & Girls Clubs of Greater Memphis is attached.

I, the undersigned, being a Board Director, officer or staff member of Boys & Girls Clubs of Greater Memphis or a Director of one or more of the individual Club Boards, hereby state that to the best of my knowledge except as noted below:

1. I am not an officer, Director, trustee, employee, partner, proprietor or owner of 10% or more of any corporation, partnership or association that transacts business with Boys & Girls Clubs of Greater Memphis.
2. I, as an individual, do not transact any business, directly or indirectly, with Boys & Girls Clubs of Greater Memphis.
3. No member of my family (spouse, parents, siblings, children and any other living in the same household) is in the employ of Boys & Girls Clubs of Greater Memphis or would come within the meaning of No 1. or No. 2 above.
4. List below any exceptions to the above statements:

I agree that if any situations arise, of which I am aware, that in any way contradict the above statement, I will immediately notify the Board of Directors of Boys & Girls Clubs of Greater Memphis of any conflict, real or potential and make full disclosure thereof. I have read the attached Conflict of Interest Policy. I agree to answer any questions the Board may have with respect to any actual or potential conflict of interest, but I understand that all such information will be held in confidence by the members of the Board, unless the best interests of Boys & Girls Clubs of Greater Memphis dictate otherwise and a majority of the members of the Board of Directors votes in favor of further disclosure.

Date

Signature



Conflict Of Interest Policy

Conflict of Interest

Section 1. A conflict of interest may exist when the interest or activities of any Director, officer or staff member may be seen as competing with the interest or activities of Boys & Girls Clubs of Greater Memphis (the "Corporation"), or a Director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship. For purposes of this policy, the term Director shall include Director of the Board and the individual Club Boards.

Disclosure Required

Section 2. Any possible conflict of interest shall be disclosed to the Board of Directors (the "Board") by the person concerned, if that person is a Director or the President of the Corporation, or the President or to such person or persons as he or she may designate, if the person is a member of the staff.

Abstinance from Vote

Section 3. When any conflict of interest is relevant to a matter requiring action by the Board, the interested person shall call it to the attention of the Board or its appropriate committee and such person shall not vote on the matter; provided however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof. Any committee which votes upon a matter wherein a conflict of interest exists or may exist must consist entirely of members of the Board.

Absence from Discussion

Section 4. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

Section 5. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board or its committee, excluding the person concerning whose situation the doubt has arisen.

Conflict of Interest Statement

Section 6. A copy of this conflict of interest policy shall be furnished to each Director, officer and senior staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation and **each such person shall complete and execute a Conflict of Interest Statement which discloses any potential conflict of interest and contains such person's commitment to disclose any potential situations in the future which may present a conflict of interest.** Any new Directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office, **shall be furnished with a copy of this conflict of interest policy and shall complete and execute such Conflict of Interest Statement.**