

STARTINGBLOC NFP (the “Organization”)

CONFLICT OF INTEREST POLICY

Summary

This document sets forth the policy regarding conflicts of interest affecting the Organization. This policy applies to the members of the Organization’s Board of Directors, any Committee thereof that has the power to exercise Board-delegated powers and the Organization’s Principal Officers and Key Employees.

Disclosure

An Interested Person shall disclose the existence of a Financial Interest to (a) the Board of Directors or a Committee with Board-delegated powers (together, the “Board”), in the case of a Director, an uncompensated Principal Officer or the Executive Director or (b) to the Executive Director, in the case of a compensated Principal Officer or a Key Employee. Such Interested Person shall be given the opportunity to disclose all material facts to the Board or the Executive Director, as appropriate, or, in the case of matters that the Interested Person believes should remain or be kept confidential, such Interested Person may recuse him- or herself from all matters involving the Financial Interest in lieu of such disclosure.

Determination

After disclosure of the Financial Interest, the Interested Person, if a compensated Principal Officer or Key Employee, shall abide by the determination of the Executive Director as to whether a conflict of interest exists, and such determination and the facts relating thereto shall be reported by the Executive Director at the next meeting of the Board.

After disclosure of the Financial Interest, the Interested Person, if a Director, an uncompensated Principal Officer or the Executive Director, may make a presentation to the Board, but after the presentation, he or she shall leave the portion of the Board meeting during the discussion and vote on his or her possible conflict of interest. The remaining Board members shall determine if a conflict of interest exists.

In the case of an Interested Person holding both compensated and volunteer positions within the Organization, both the Executive Director and the Board must approve the disclosed Financial Interest.

Consideration of Alternatives

If a conflict of interest is found to exist by the Board, the Board shall determine whether the Organization can reasonably obtain a more advantageous transaction or agreement from a person that would not give rise to a conflict of interest. A committee to investigate alternatives to the proposed transaction or agreement and to make recommendations to the Board may be appointed.

Violations

If the Board or the Executive Director has reasonable cause to believe an individual has failed to disclose or recuse him- or herself from a Financial Interest, said individual shall be informed of the basis for such belief and be afforded an opportunity to explain the alleged failure to disclose or recuse. After hearing the individual's response and after making further investigation as warranted by the circumstances, the Board or Executive Director, as appropriate, shall determine whether the individual has intentionally failed to disclose or recuse him- or herself from a Financial Interest. If an intentional violation is found, then the Board or the Executive Director, as appropriate, shall take disciplinary and corrective action, which, in the case of a Executive Director, compensated Principal Officer, or Key Employee, may include termination.

Records

The minutes of the Board shall contain the names of the persons who disclosed or otherwise were found to have a Financial Interest or who recused themselves, the Board's decision as to whether a conflict of interest was found and any conflict matters reported to the Board by the Executive Director. The Board minutes shall also contain the names of the persons who were present for Board discussions and votes relating to the transaction or agreement as to which the Board found there was a conflict of interest. Similar records shall be kept by the Executive Director with respect to conflicts of interest under his or her responsibility.

Compensation Arrangements

A member of the Board who receives compensation from the Organization for services is precluded from voting on matters pertaining to that member's compensation or, except to the extent so requested by the Board, being present for any discussions pertaining thereto.

Annual Statements

Each Director, Principal Officer and Key Employee shall annually sign a statement which affirms that such person has read and agrees to comply with the Organization's Conflict of Interest Policy.

Definitions

"Executive Director" means the individual who serves the Organization as the most senior employee.

"Conflict of Interest" means a situation when benefit may accrue to an Interested Person's Financial Interest(s) as a result of a decision in which an Interested Person may make or in which such Interested Person may participate.

"Control Interest" means an interest, whether direct or indirect, such that the Interested Person (or his or her Family Member) has the ability to determine the composition of 25% or more of the Board of Directors or its equivalent, of the entity in question.

"Family Member" means, with respect to an Interested Person, spouse, parents, grandparents, brothers and sisters (whether whole or half blood), children (whether natural or

adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.

“Fiduciary Interest” means that the Interested Person (or his or her Family Member) serves as a director, trustee, manager or officer, or any of his or her equivalents, of the entity in question.

“Financial Interest” means an interest held by an Interested Person or a Family Member of such Interested Person that satisfies any of the following criteria:

- (a) An Ownership Interest, a Control Interest or a Fiduciary Interest with respect to any entity with which the Organization has a transaction or agreement;
- (b) An employment agreement with the Organization or with any other entity with which the Organization has a transaction or agreement; or
- (c) A potential Ownership Interest, Control Interest, Fiduciary Interest or employment agreement with respect to any entity with which the Organization is negotiating a transaction or agreement.

“Interested Person” means a Director, Principal Officer, member of a Committee with Board-delegated powers, or Key Employee of the Organization.

“Key Employee” means an employee of the Organization earning more than \$150,000. Once the Organization has more than twenty employees earning more than \$150,000, this definition shall be automatically revised as set forth in the Form 990 Instructions.

“Ownership Interest” means an interest, whether direct or indirect, such that the Interested Person (or his or her Family Member) owns a beneficial interest of 5% or more of the equity interests of the entity in question.

“Principal Officer” means the Organization’s Chairman, President, Treasurer, Secretary, Executive Director, chief financial officer, and chief operating officer.

STARTINGBLOC NFP

CONFLICT OF INTEREST COMPLIANCE STATEMENT

I acknowledge that I have received and read a copy of the Conflict of Interest Policy (the “Policy”) and agree to comply with the Policy.

Except as set forth below, I do not have and, to my knowledge, no Family Member of mine has a Financial Interest, as described in the Policy. I will update this Statement promptly upon becoming aware of any inaccuracy or incompleteness to this information.

Signature

Name (Please Print)

Date

Please specify all Financial Interests, listing the name, address and type of Financial Interest for each entry.

1. _____

2. _____

3. _____