



OrchidSwamp.org

CODE OF ETHICS POLICY

The Board of Directors of the Friends of Fakahatchee Inc. adopted the following **Code of Ethics Policy** on 12TH October 2014.

ARTICLE I. Purpose

The purpose of the Code of Ethics Policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 non-profit and charitable organizations.

ARTICLE II Definitions

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board-delegated powers 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, family, and/or domestic partner
 - 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.
 - 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.
3. **Compensation** includes direct and indirect remuneration, reimbursement for expenses, as well as gifts or favors valued in excess of \$25.

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 directors and members of committees with governing board-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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

- a. An interested person may make a presentation at the board or committee meeting, but after the presentation the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board shall determine whether the Organization 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 board shall determine, by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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 Code of Ethics Policy.

- a. If the board 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 further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate action.

ARTICLE IV. Records of Proceedings

1. Minutes. The minutes of the board 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 board'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 and a record of any votes taken in connection with the proceedings.

ARTICLE V. Compensation

1. A voting member of the board who receives compensation or reimbursement for expenses, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation or reimbursement for expenses, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation or reimbursement for expenses, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI. Annual Statements.

1. Each director, principal 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 Code of Ethics 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.

ARTICLE VII. Use of Outside Experts.

In administering the above Code of Ethics Policy, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

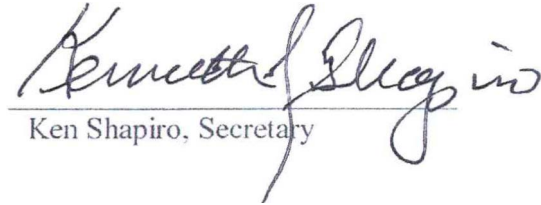
ARTICLE VIII

Conflicts of Interest

Should any Board Member, Officer or Employee of the FOF, during the period of their term of office or employment, develop or seek to develop a personal or business relationship of a type prohibited by the FOF's Policy and Procedure Manual - Policy 027-2020, such person(s) shall immediately notify the Board in writing of such developments and shall immediately be deemed to have resigned from any position(s) they may hold as a Member of the Board, Officer or Employee of the FOF.



Glen Stacell, President


Ken Shapiro, Secretary

Amended November 1 - 2020