

**THE LAKE MINNETONKA GARDEN CLUB  
CONFLICT OF INTEREST POLICY**

- It is the Lake Minnetonka Garden Club policy that anyone in a voluntary or paid position with the Lake Minnetonka Garden Club and all others acting on its behalf, avoid any ethical, legal and financial conflicts of interest.
- If any actual or possible conflict arises, disclosure in writing shall be made promptly to the President who shall inform the Board of Directors.
- A paid position includes individuals appointed by or with the consent of the Board of Directors, either on a temporary or permanent basis, including outside consultants and professional fundraisers.

**THE LAKE MINNETONKA GARDEN CLUB**

**Policy on Conflicts of Interest and Disclosure of Certain Interests**

This conflict of interest policy is designed to help directors, officers and employees of the Lake Minnetonka Garden Club identify situations that present potential conflicts of interest and to provide the Lake Minnetonka Garden Club with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a director, officer or employee has or may have a conflict of interest with respect to the transaction.

1. Definition.

The Conflict of Interest policy is defined in the Lake Minnetonka Garden Club Policy Manual.

2. Procedures.

- a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
  - b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
  - c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
  - d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
  - e. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.
3. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the Lake Minnetonka Garden Club. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the Lake