POLICY · THE YES YOU PROJECT

Conflict of Interest Policy

Annual disclosure, recusal, and review procedures aligned with IRS guidance.

Article I — Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of The Yes You Project (the “Organization”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key employee, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, applicable state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations, including IRS guidance for 501(c)(3) entities.

Article II — Definitions

1. Interested Person

Any director, officer, or member of a committee with board-delegated powers, or any key employee, 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, or family: (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; or (c) a potential ownership, investment, or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement.

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 board-delegated powers considering the proposed transaction or arrangement.

2. Recusal & Determination

After disclosure and discussion, the Interested Person shall leave the 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

- An Interested Person may make a presentation, but shall not be present during deliberation or vote.
- The Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives.
- After exercising due diligence, the board shall determine whether a more advantageous transaction can be obtained from a person or entity that would not give rise to a conflict.
- If no more advantageous transaction is reasonably possible, the board shall determine, by majority vote of disinterested directors, whether the transaction is in the Organization’s best interest, for its own benefit, and fair and reasonable.

4. Violations

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. If, after hearing the response and making further investigation as warranted, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV — Records of Proceedings

- The names of persons who disclosed or otherwise were found to have a financial interest, and the nature of that interest.
- Any action taken to determine whether a conflict of interest was present.
- The board’s decision as to whether a conflict in fact existed.
- The names of persons present for discussions and votes, the content of the discussion, and any alternatives considered.
- A record of the vote, including any abstentions.

Article V — Annual Statements

> Each director, officer, and key employee shall annually sign a statement affirming that they have received, read, and agree to comply with this policy, and disclosing any actual or potential conflicts of interest.

Article VI — Periodic Reviews

To ensure the Organization operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted covering compensation arrangements, partnerships, and any joint ventures or contracts with management organizations.

The Yes You Project · A 501(c)(3) non-profit

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