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Policy Title: CONFLICT OF INTEREST POLICY

Policy Number: 24-001

Effective Date: 1/17/2024

Revision History: INITIAL POLICY

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I. Purpose of Conflict of Interest Policy

A. The purpose of this Conflict of Interest Policy is to protect the Complete Wellness Institute's interest when it is contemplating an arrangement that might benefit the private interests of officer(s) or director(s) of the organization or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II. Conflict of Interest Procedures

A. Duty to Disclose

1. 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 Board of Directors considering the proposed transaction or arrangement.
2. Any disclosure of a possible conflict of interest shall be submitted to the Board of Directors in writing and will be reviewed at the next scheduled Board of Directors meeting.

B. Determining Whether a Conflict of Interest Exists

1. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.

C. Addressing the Conflict of Interest

1. The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate the alternatives to the proposed arrangement.
2. After due diligence is exercised, the Board of Directors shall determine whether the organization can obtain with reasonable efforts a more

advantageous arrangement from an entity that would not present a conflict of interest.

D. Violation of the Conflicts of Interest Policy

1. If the Board of Directors has reasonable cause to believe a Director or Employee has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the individual the opportunity to explain the failure to disclose. Depending on the individual's response, further investigation may be warranted. Findings of the investigation that reveal a failure to disclose a possible or actual failure to disclose will require the Board to take appropriate disciplinary and corrective action.

Approved By:  Date: 1/17/2024