

NONPROFIT CONFLICT-OF-INTEREST POLICY

ARTICLE I: PURPOSE

Wanderer's Way Foundation ("The Foundation") directors, officers, and staff need to be aware that both natural and apparent conflicts of interest or dualities of interest sometimes occur while conducting the affairs of The Foundation and that the appearance of conflict can be troublesome even if there is, in fact, whatsoever.

Conflicts occur because the many persons associated with The Foundation should be expected to have, and do generally have, multiple interests and affiliations and various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more corporations. The purpose of the conflict-of-interest policy is to protect The Foundation's tax-exempt interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of The Foundation or might result in a possible excess benefit transaction.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of The Foundation's obligations to its charitable purposes and the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and the institutions with which they are affiliated, regardless of the facts or motivations of the parties. However, the long-range best interests of The Foundation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of The Foundation's Board of Directors and The Foundation's staff have a duty of loyalty to The Foundation. The duty of loyalty generally requires a director or staff member to prefer the interests of The Foundation over the staff's interest or the interests of others. In addition, directors and staff of The Foundation shall avoid acts of self-dealing which may adversely affect the tax-exempt Corporation's tax-exempt status or cause any sanction or penalty to arise mental authority.

The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II: DEFINITIONS

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.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which The Foundation has a transaction or arrangement,
- A compensation arrangement with The Foundation or with any entity or individual with which The Foundation has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration and gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Per the declarations of this Conflict-of-Interest Policy, a person with a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III: PROCEDURES

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 allowed to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 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. In contrast, determining the presence of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- An interested person may present at the governing board or committee meeting. After the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the governing board or committee shall determine whether The Foundation 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.
- If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in The Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall decide whether to enter the transaction or arrangement.

Violations of the Conflicts of Interest Policy

- If the governing board or committee 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 allow the member to explain the alleged failure to disclose.
- If, after hearing the member's response and making further investigation as warranted by the circumstances, the governing board or committee 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

Board Minutes

The minutes of the governing board and all committees with board-delegated powers shall contain the following:

- 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 governing boards or committee's decision as to whether a conflict of interest existed.
- The names of the persons present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V: COMPENSATION

5.1 A voting member of the governing board who receives compensation, directly or indirectly, from The Foundation for services is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Foundation for services is precluded from voting on matters pertaining to that member's compensation.

5.3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI: ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands that The Foundation is charitable and, to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE VII: PERIODIC REVIEWS

To ensure The Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

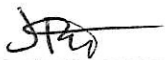
- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management corporations conform to The Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII: USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided per the declarations of this Conflict-of-Interest Policy, The Foundation may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Certificate of Adoption of Conflict-of-Interest Policy

The undersigned certifies that the Wanderer's Way Foundation's Board of Directors approved and adopted the above-stated Conflict-of-Interest Policy for Wanderer's Way Foundation on November 25, 2022, and that this document constitutes a complete copy of the Conflict-of-Interest Policy of the Wanderer's Way Foundation.



Secretary: Jaden Riley