

DESERT VILLAGE INITIATIVE, INC.
A California Nonprofit Corporation

RESOLUTION OF THE BOARD OF DIRECTORS
RE: CONFLICTS OF INTEREST

WHEREAS, the Board of Directors wishes to establish a Conflict of Interest Policy to be followed by the Board of Directors, senior staff of the Foundation and Committees;

NOW, THEREFORE, BE IT RESOLVED that the Conflict of Interest Policy, which is attached to this Resolution as Exhibit A and incorporated into this Resolution by this reference, is hereby approved and adopted.

CERTIFICATE OF SECRETARY

I certify that I am the duly qualified and secretary of Desert Village Initiative, Inc, a California nonprofit corporation. The foregoing is a true and correct copy of the Resolution duly adopted by the Board of Directors of the corporation at a meeting held on February 8, 2010, and entered in the Minute Book of the corporation. The Resolution is in conformity with the Articles of Incorporation and the Bylaws of the corporation and has never been modified or appealed and is, as of now, in full force and effect.

DATE: February 8, 2011

DESERT VILLAGE INITIATIVE INC.
A California Nonprofit Corporation

BY: 

Secretary

CONFLICT OF INTEREST POLICY OF DESERT VILLAGE INITIATIVE

1. **Conflict of Interest.** No Director, Officer, Foundation employee holding the position (collectively referred to as "Board / Staff Members"), shall make, participate in making, or in any way attempt to use his/her official position to influence a Foundation decision in which he/she knows, or has reason to know, that he/she has a financial interest and/or opportunity for private gain (collectively referred to as "Conflict of Interest").

2. **Private Gain.** *Private Gain* occurs when Board / Staff Members make decisions that materially benefit themselves, their spouse, their dependent children and/or anyone who shares their residence ("Associated Individuals"). Benefits include money, loan, gratuity, privileges, special benefits, gifts or other item of value (collectively referred to herein as "Benefits"). Accordingly, no Board / Staff Member shall:

a. Solicit or receive any Benefit for themselves or Associated Individuals from a person or company who is seeking a business or financial relationship with the Foundation;

b. Seek preferential treatment for themselves or Associated Individuals; and/or

c. Use Foundation property, services, equipment or business for the gain or benefit of themselves or Associated Individuals.

Exception. There shall be no Private Gain or Conflict of Interest where the Benefit is available to the entire Foundation membership or a significant group of members within the Foundation, such as a Neighborhood Cost Center (hereinafter referred to as "Foundation Generally").

3. **Disclosure Requirements.**

a. **Board / Senior Staff Members.**

1. A Board / Staff Member shall immediately disclose any duality of interest, affiliation, or possible Conflict of Interest that he/she may have with an entity seeking or applying for a contract with the Foundation to the board of directors at the first board of directors meeting held after the Conflict of Interest is or should be discovered. Such disclosure shall be presented to the board of directors and made a matter of record in the minutes of the board meeting at which the disclosure of the Conflict of Interest is made.

2. A Board / Staff Member who discloses the potential Conflict of Interest will not enter into any discussion, voting or decision in regards to the hiring or the use of such an entity with which the potential Conflict of Interest exists. A Board / Staff Member who has a Conflict of Interest must recuse himself/herself from any discussion, voting or decision in regards to that particular matter and further must leave the room where the matter is being considered until the matter has been disposed of by the board or other Foundation committee at which point, the Board / Staff Member may re-enter the room.

b. **Committees.**

1. If the committee is a decision making authority, and the matter involves an issue within that decision making authority, the committee member with such a Conflict of Interest must recuse himself/herself from any discussion, voting or decision in regards to that particular matter and further must leave the room where the matter is being considered until the matter has been disposed of by the board or other

Foundation committee at which point, the committee member may re-enter the room.

2. Committee members must disclose any Conflict of Interest to the committee or board member where the matter is being considered provided, however, a committee member with a Conflict of Interest shall not be required to recuse himself/herself from any discussion, voting or decisions where the committee is advisory and not vested with decision making authority.

4. **Notification.** All Board / Staff Members as well as Committee members shall be advised of this policy upon commencement of his/her duties of office.

I, _____, a _____
(Name)

of the Desert Village Initiative, I hereby acknowledge and accept this Conflict of Interest Policy and agree to abide by its terms.

Date: _____ (Signature)