

**Veterans For Diversity, Inc.**  
**CONFLICT OF INTEREST POLICY**  
**(Approved by the Board of Directors – January 16, 2012)**

It is the policy of the Board of Directors of Veterans For Diversity, Inc. (the “Corporation”) that all of the members of the Board and the Officers of the Corporation fully disclose to the Member and the full Board any interest which could result in possible conflict of interest. A possible conflict of interest may arise when the Corporation is a party in a transaction in which a Director, Officer, or a member of a Director or Officer’s immediate family\*, has a material financial interest\*\*, or serves as a director, officer or partner of another party to the transaction.

Officers of the Corporation and members of the Board give their time solely for the benefit of the Corporation. Such service requires the highest standard of conduct. In order to ensure that potentially conflicting interests do not compromise this special relationship between an Officer or Director and the Corporation, the following procedure shall be used to allow for full disclosure and judgment by the full Board:

1. Annually, each Director and Officer shall provide the Secretary of the Corporation a statement reporting his or her potentially conflicting interests in substantially the form attached to this Policy.
2. The Secretary shall report to the Member and the full Board annually on such statements to provide the forum for review and action on any potentially conflicting interests. The nature of such interests shall be disclosed to the Member and the full Board for discussion prior to any action by the Member, the Board or one of Board’s Committees. A written summary of the report shall be entered into the minutes of the meeting.
3. A statement reporting a potentially conflicting interest of the Secretary shall be provided to the President of the Corporation who shall report the same to the Member and the full Board.
4. A Board member with a potentially conflicting interest shall not vote or be counted in determining a quorum with respect to such matter, even when permitted by law. The foregoing requirements shall not prevent a Board member from stating his or her position on the matter or from answering questions of other Board members. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, the quorum situation and the vote of each Director voting.
5. A new transaction with a potentially conflicting interest involved which occurs subsequent to the annual statements shall be brought to the attention of the Secretary or, in a case involving the Secretary, to the President by the involved

Officer or Board member and then brought before the full Board for review and action.

6. All newly elected Officer and Board members shall provide the same statement to the Secretary as soon as practicable following their election.

\* “Family” includes an Officer or Director’s spouse, siblings, ancestors or lineal descendants.

\*\* “Material financial interest” means (i) any contractual arrangement involving payment of direct remuneration to a director or a member of his immediate family of more than \$1,000 per annum, or (ii) any investment by a director or member of his immediate family in securities issued by the outside concern, other than minor investments in the securities of publicly owned-companies which are publicly traded. Normal depository and fiduciary relationships with financial institutions and contracts of insurance shall not be considered material financial interests.

ANNUAL DISCLOSURE OF OFFICERS AND DIRECTORS PURSUANT TO  
**CONFLICT OF INTEREST POLICY**

Pursuant to the Conflict of Interest Policy adopted by the Board of Directors of the Corporation, each director and officer is asked to please complete and return the attached questionnaire as soon as practicable. In this regard, please report any position or material financial interest\*\* which you or any member of your family\* may have in any concern from which the Corporation secures goods or services, to which the Corporation regularly furnishes goods or services, or that provides services competitive with the Corporation. There may, of course, be other relationships involving potentially conflicting interest which, in accordance with the foregoing policy, should be reported to the Corporation.

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**STATEMENT OF POTENTIALLY CONFLICTING INTERESTS**

The undersigned Officer or Director of Veterans For Diversity, Inc. (the “Corporation”) hereby acknowledges that he or she has received and read the Corporation’s Conflict of Interest Policy as provided by the Board of Directors of the Corporation and makes the disclosures set forth herein in accordance with such policy.

- 1. Did you or any member of your family\* receive compensation or payment for goods, services or otherwise from the Corporation within the past twelve months? Yes No

If yes, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- 2. Did you or any member of your family\* have an ownership interest or other material financial interest\*\* in or serve as a director, officer, trustee, member, or in any other managerial or advisory capacity of any entity that received payment for goods, services or otherwise from the Corporation within the past twelve months? Yes No

If yes, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- 3. Did you or any member of your family\* or any entity in which you have an ownership interest or other material financial interest\*\*, or serve as a director, officer, trustee, member, or in any other managerial or advisory capacity have any other transaction or arrangement with the Corporation within the past twelve months?  
Yes No

If yes, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- 4. Was the Corporation indebted to you or any members of your family\* at December 31,\_\_\_\_  
\_\_\_\_\_? If so, please provide a summary of such indebtedness. Exclude nominal amounts for reimbursements. Yes No

If yes, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The undersigned Director further acknowledges, that any new transaction or business interest, which could result in a conflict of interest occurring subsequent to the provision of this annual

conflict of interest statement must be brought to the attention of the Secretary of the Corporation at the time such potential conflict of interest arises.

Signed: \_\_\_\_\_ Dated: \_\_\_\_\_

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