

**CONFLICT OF INTEREST POLICY  
FOR  
BROADMOOR BAPTIST CHURCH**

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect Broadmoor Baptist Church of the Metro Baptist Association, Inc. (“**Broadmoor**” or the “**Church**”) interest when it is contemplating entering into a transaction or arrangement or making a decision that likely benefits the private interest of an officer, employee, director, deacon or member of the Church or might result in a possible excess benefit transaction under Section 4958 of the Internal Revenue Code, or otherwise constitutes a conflict of interest (actual, indirect or perceived) relating to the underlying facts, situation or persons impacted as determined by the governing body (including Church Council). 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 or churches.

ARTICLE II

Definitions

Section 1. INTERESTED PERSON. Any director, deacon, principal officer, employee, consultant or member of a team (as used herein “team” shall include a team, committee, council, or similar governing or advising body) with governing board delegated powers, (i) who has a direct or indirect financial interest, as defined below, or (ii) who has an actual, indirect or perceived conflict of interest relating to the underlying situation or decision being considered, is an interested person. For clarity, merely having a different opinion does not make someone an interested person and does not constitute a conflict of interest for these purposes.

Section 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 Church has a transaction or arrangement, or
- (b) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement, or
- (d) A potential ownership or investment interest in or relating to any donation of real or personal property (tangible or intangible).

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial (including compensation to a family member).

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or team decides that a conflict of interest exists.

ARTICLE III  
Procedures

Section 1. DUTY TO DISCLOSE. In connection with any actual, possible or perceived conflict of interest, an interested person must disclose the existence of the potential conflict of interest and any relevant underlying facts or circumstances, including any financial interest of the interested person or a member of his or her family or a related party, and be given the opportunity to disclose all material facts to the directors and members of teams with governing board delegated powers considering the proposed transaction, arrangement or decision.

Section 2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS. After disclosure of the financial interest and all relevant or material facts, and after any discussion with the interested person, he/she shall leave the governing board or team meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or team members shall decide if a conflict of interest exists.

Section 3. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- (a) An interested person may make a presentation at the governing board or team meeting, but 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.
- (b) The chairperson of the governing board or team shall, if appropriate, appoint a disinterested person or team to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the governing board or team shall determine whether the Church 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.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or team shall determine by a majority vote of the disinterested directors whether the transaction, arrangement or decision is in the Church's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

(a) If the governing board or team 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.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or team 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 minutes of the governing board and all teams with board delegated powers shall contain:

(a) 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 board's or team's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were 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

(a) A voting member of the governing board who receives compensation, directly or indirectly (including compensation to a family member), from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any team whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly (including compensation to a family member), from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any team whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any team regarding compensation.

ARTICLE VI

### Annual Statements

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

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Church is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### ARTICLE VII Periodic Reviews

To ensure the Church 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:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Church'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 for in Article VII, the Church may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.