

Conflict of Interest Policy

CBT4CBT, LLC

Policy on Conflicts of Interest And Disclosure of Certain Interests

This conflict of interest policy is designed to help directors, officers, and employees of CBT4CBT, LLC identify situations that present potential conflicts of interest and to provide CBT4CBT, LLC with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and the procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

1. Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:
 - A. Outside Interests.
 - (i) A Contract or Transaction between CBT4CBT, LLC and a Responsible Person or Family Member.
 - (ii) A Contract or Transaction between CBT4CBT, LLC and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, or other legal representative.
 - B. Outside Activities.
 - (i) A Responsible Person competing with CBT4CBT, LLC in the rendering of services or in any other Contract or Transaction with a third party.
 - (ii) A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, or other legal representative of, or consultant to; an entity or individual that competes with CBT4CBT, LLC in the provision of services or in any other Contract or Transaction with a third party.

C. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:

- (i) does or is seeking business with, or is a competitor of CBT4CBT,LLC; or
- (ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from CBT4CBT,LLC;
- (iii) is a charitable organization;

under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of CBT4CBT,LLC.

2. Definitions.

- A. A *Conflict of Interest* is any circumstance described in Part 1 of this Policy.
- B. A *Responsible Person* is any person serving as an officer, employee or member of CBT4CBT,LLC.
- C. A *Family Member* is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- D. A *Material Financial Interest* in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation. (The board may wish to establish an amount that it would consider to be a "material financial interest.")
- E. A *Contract or Transaction* is any agreement or relationship involving the sale of purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship or review of a charitable organization by CBT4CBT,LLC. The making of a gift to CBT4CBT,LLC is not a Contract or Transaction.

3. Procedures.

- A. Before board action on a Contract or Transaction involving a Conflict of Interest, a member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- B. A member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose all facts material to the Conflict of Interest. The members shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- C. A person who has a Conflict of Interest shall not participate in and shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction.
- E. Responsible Persons who are not members of CBT4CBT,LLC or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose the Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect CBT4CBT,LLC's participation in such Contract or Transaction. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances as to whether there exists a Conflict of Interest that is subject to this policy.

4. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of CBT4CBT,LLC. Furthermore, a Responsible Person shall not disclose or use information relating to the business of CBT4CBT,LLC for the personal profit or advantage of the Responsible Person or a Family Member.
5. Review of Policy.
 - A. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
 - B. Each new Responsible Person shall annually complete a disclosure from identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstance might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to CBT4CBT,LLC. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the members and shall be addressed to the extent additional disclosure is necessary in connection with the implementation of this Policy.
 - C. This policy shall be reviewed annually by each member. Any changes to the policy shall be communicated immediately to all Responsible Persons.

CBT4CBT,LLC

Conflict of Interest Information Form

Name: _____ Date: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in CBT4CBT,LLC's Policy on Conflicts of Interest) arising.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of CBT4CBT,LLC that is currently in effect.

Signature: _____ Date: _____