



OUT Central Oregon
PO BOX 1204
Bend, Oregon 97709
info@outcentraloregon.com
<https://outcentraloregon.com>

OUT Central Oregon Conflict of Interest Policy

Updated 4/26/2023

Article I – Purpose

The purpose of this policy is to protect the interests of OUT Central Oregon by: (a) preventing the personal interest of Board Members, Consultants, and certain Partners from interfering with their duties to the organization and (b) avoiding any unethical financial, professional, or political gain on the part of such individuals. The intent of this policy is to supplement, not replace, OUT Central Oregon’s Bylaws or any applicable federal, state, or local laws regarding conflicts of interest. A Conflict of Interest (also known as a conflict-of-interest transaction) is defined by ORS 65.361, which is provided below for reference.

ORS 65.361(1)- “A Conflict of Interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A Conflict of Interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the corporation at the time the corporation enters into the transaction.”

Article II – Persons Concerned

This statement applies to Board Members, Consultants, and certain Partners who can influence the governance and actions of OUT Central Oregon. This includes anyone who makes financial decisions, might be referred to as “management personnel”, have proprietary information regarding OUT Central Oregon, provides legal advice or work, or otherwise possesses influence sensitive to OUT Central Oregon.

With regard to which specific Consultants or Partners are subject to this policy, the Board has full discretion to determine which Consultants or Partners are subject to this policy and may enforce this policy as a condition of continuing an existing relationship or establishing a new relationship.

Article III – Procedures

1. Duty to Disclose

Each Board Member, Consultant, and certain Partner is under an obligation to disclose to the Board the existence or potential existence of a Conflict of Interest as it arises.

2. Investigating Conflicts

When a potential Conflict of Interest is disclosed, the Board Members not involved in the potential Conflict of Interest will then provide the individual with an opportunity to disclose all material facts. The Board will collect all pertinent information and question the involved parties. If it turns out that a conflict does not exist, the inquiry will be documented but no further action will be taken.



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3. Addressing a Conflict of Interest

If the Board determines that a Conflict of Interest exists, they will take the appropriate actions to address the conflict. This may include (but is not limited to): (a) prohibiting any Interested Parties from voting on any matter related to said Conflict of Interest or (b) voting on the removal of the individual, according to the procedures found in OUT Central Oregon's bylaws.

If the Conflict of Interest in question involves a member of the Board, that individual will be excused from deliberations.

4. Disciplinary Action

All Conflicts of Interest will be reviewed on a case-by-case basis. The Board has full discretion to deem what disciplinary action is appropriate and necessary for disclosed conflicts of interest.

If the governing officers reasonably believe a Board Member, Consultant, or certain Partner failed to disclose an existing or possible Conflict of Interest, it shall inform the individual of the rationale for such belief and grant the individual an opportunity to explain the alleged failure to disclose the Conflict of Interest.

After hearing the individual's response and investigating further as warranted by the circumstances, the governing officers may take appropriate disciplinary action, including removal from the position at the organization.

5. Notice of Annual Statements

Every Board Member, Consultant, and certain Partners must sign a Conflict of Interest Disclosure Statement upon said individual's term of office, employment, or other relationship with OUT Central Oregon and must do so annually. Failure to sign does not nullify the policy.

Article IV – Acknowledgment

By signing, the individual named below understands what constitutes a Conflict of Interest and understands the procedure for addressing them with OUT Central Oregon, including their duty to disclose any known or potential conflicts of interest.

The signee agrees to abide by the procedures set forth by this policy for the duration of their relationship with OUT Central Oregon.

Name, Title:

Date:

Signature: _____



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Voted on and approved by the Board of Directors of OUT Central Oregon on April 26, 2023.

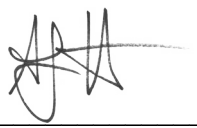
Name, Title: Brayán Gonzalez, Acting President

Date: 4/26/2023

Signature:  _____

Name, Title: AJ Hinojosa, Secretary

Date: 4/26/2023

Signature:  _____