



## Conflict of Interest Policy for Directors, Officers, Key Persons, and Volunteers

### Purpose

As a non-profit, tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code, The Orchid Conservation Alliance has an obligation to uphold the public trust. The Board of The Orchid Conservation Alliance recognizes that our ability to advance our conservation mission, earn and maintain the trust of donors, partners and the general public, and enjoy the special privileges that the organization's tax-exempt status allows, depends upon maintaining the highest standard of stewardship in how we operate, including avoiding and managing real or perceived conflicts of interest.

Therefore, each director, officer, key person and volunteer is required to conduct the affairs of The Orchid Conservation Alliance in the best interests of the organization, to avoid conflicts between his or her personal interests and the interests of The Orchid Conservation Alliance, and to ensure that he or she does not improperly benefit personally from his or her position.

Directors, officers, key persons, and volunteers have a further responsibility to disclose conflicts of interest, as defined by this policy, and to avoid actions that could be perceived or interpreted to be in conflict with The Orchid Conservation Alliance's interest. The Board has adopted the following Conflict of Interest Policy (the "Policy") to comply with applicable law, to ensure fairness, reasonableness and integrity in the Board's decision-making, and to protect The Orchid Conservation Alliance's interests when a transaction or arrangement is contemplated that might benefit the private interest of directors, officers, key persons or volunteers or that might result in a possible excess benefit transaction.

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.

The Board recognizes that no policy can anticipate the fullest range of circumstances that may entail a conflict of interest, and accordingly this Policy should be interpreted and applied in a way that best assists The Orchid Conservation Alliance's directors, officers, key persons, and volunteers in meeting their obligations under both the letter and the spirit of the law.

## Definitions

Affiliate – any entity controlled by or in control of The Orchid Conservation Alliance.

Conflicting Duty – a duty of loyalty owed by a Covered Person or Related Party to a participant other than The Orchid Conservation Alliance or an Affiliate in a proposed transaction, agreement or other arrangement.

Covered Arrangement –

a. A proposed transaction, agreement or other arrangement in which:

i. The Orchid Conservation Alliance is a participant and

1. one or more of The Orchid Conservation Alliance's Covered Persons or Related Parties has a Financial Interest or Conflicting Duty; or

2. one or more of an Affiliate's Covered Persons or Related Parties has a Financial Interest or Conflicting Duty; or

ii. An Affiliate is a participant and one or more of The Orchid Conservation Alliance's Covered Persons or Related Parties has a Financial Interest or Conflicting Duty; or

iii. The Orchid Conservation Alliance or an Affiliate is a participant and there could be an actual or perceived conflict of interest for any other reason; or

b. A compensation arrangement that includes direct or indirect remuneration as well as gifts or favors that are substantial in nature that are provided by The Orchid Conservation Alliance to a Covered Person or Related Party.

Covered Person – any The Orchid Conservation Alliance or Affiliate Board director, officer, Key Person, volunteer, or any member of a committee with Board-delegated powers.

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 Orchid Conservation Alliance has a transaction or arrangement,

b. A compensation arrangement with The Orchid Conservation Alliance or with any entity or individual with which The Orchid Conservation Alliance 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 Orchid Conservation Alliance is negotiating a transaction or arrangement.

Key Person – an individual who:

- a. has responsibilities or influence over The Orchid Conservation Alliance as a whole, similar to directors or officers;
- b. manages The Orchid Conservation Alliance or a substantial segment of it; or
- c. controls or determines a substantial portion of The Orchid Conservation Alliance's capital expenditures or operating budget.

Related Party – includes Covered Persons, certain relatives, and certain entities or trusts associated with them.

#### Procedures

Duty to Disclose – Upon first knowledge by a Covered Person that The Orchid Conservation Alliance is considering or has considered a Covered Arrangement, such person must disclose all material facts to at least one member of the board.

Procedures for Addressing the Conflict – After disclosure:

- A conflicted Covered Person may not participate, influence, vote, or be present during consideration of the Covered Arrangement.
- A conflicted Covered Person may be counted for quorum.
- They may provide input if contacted by staff.

The Board must determine whether a more advantageous transaction exists and whether the arrangement is fair, reasonable, and in The Orchid Conservation Alliance's best interest.

Records of Proceedings – Minutes must include disclosures, discussions, alternatives considered, and votes.

#### Other Circumstances

Gifts and Gratuities – Covered Persons may not accept or give gifts intended to influence The Orchid Conservation Alliance decisions. Gifts under \$250 annually or nominal items are allowed with some restrictions.

Compensation – A voting board member receiving compensation from The Orchid Conservation Alliance cannot vote on compensation matters but may provide information.

Donor Confidentiality – Covered Persons may not share The Orchid Conservation Alliance donor information with outside organizations or individuals.

Improper Influence – No Covered Person may attempt to influence The Orchid Conservation Alliance’s position on an arrangement in which they have a conflict.

No employment of Related Parties – No Related Party of a director may be employed by The Orchid Conservation Alliance without prior Board approval.

Sexual Harassment & Relationships – Directors and officers may not have any romantic or sexual relationship with subordinate staff.

#### Violations

Suspected failures to disclose are investigated by the board, and corrective action may be taken.

#### Annual Statements

Covered Persons must annually affirm receipt, understanding, and compliance with this Policy, and disclose any conflicts.

#### Periodic Reviews

Periodic reviews ensure that the Orchid Conservation Alliance operates in a manner consistent with charitable purposes and maintains tax-exempt status.

Oversight is the responsibility of the board.

*Approved by The Orchid Conservation Alliance board 16 February 2026.*