SEPTEMBER 11TH NATIONAL MEMORIAL TRAIL ALLIANCE

Conflict of Interest Policy

Adopted by the Board of Directors: October 23, 2026 **Authority:** Bylaws Article VI and Article VIII.

This Policy is adopted by the Board under Articles VI and VIII of the Bylaws and may be amended by the Board without amending the Bylaws. Where this Policy conflicts with the Bylaws, the Bylaws control.

1. Purpose

This Policy protects the interests of the September 11th National Memorial Trail Alliance (the "Alliance") when it contemplates a transaction or arrangement that might benefit the private interest of a Director, officer, committee member, or the President, or might result in an excess-benefit transaction. It supplements, and does not replace, any applicable state and federal laws governing conflicts of interest for nonprofit and charitable corporations.

2. Who Is Covered

This Policy applies to each Director, officer, committee member, and the President (each, an "Interested Person").

3. What Is a Conflict of Interest

A conflict of interest arises when an Interested Person has, directly or through a member of their immediate family, a **financial or other interest** that could impair — or reasonably appear to impair — their independent judgment on an Alliance matter. "Immediate family" means a spouse or domestic partner, children, and other members of the family living in the person's household. A financial interest includes an ownership, employment, investment, compensation, or similar interest in, or a relationship with, any entity or individual with which the Alliance has or is negotiating a transaction or arrangement — including a vendor, supplier, licensee, consultant, independent contractor, donor, granting agency, or corporate partner. A financial interest is not automatically a conflict; it is a conflict when the Board or committee determines that it could impair independent judgment.

4. Duty to Disclose

An Interested Person has an **affirmative, ongoing duty** to disclose the existence and nature of any actual or possible conflict of interest as soon as it is known, and to provide all material facts to the Directors or committee members considering the matter.

5. Procedures for Addressing a Conflict

- After disclosure and any response to questions, the Interested Person **leaves the meeting during the discussion of, and the vote on, the matter**, and does not participate in that discussion or vote.
- The Chair (or the committee chair) may appoint a disinterested person or committee to investigate alternatives to the proposed transaction.
- The Board or committee determines, by a majority vote of its disinterested members, whether the transaction is in the Alliance's best interest, is fair and reasonable, and whether a more advantageous arrangement is reasonably attainable, and then decides whether to proceed.
- An Interested Person **may be counted toward a quorum** but **may not be counted in the vote** on the matter.

6. Records of Proceedings

The minutes of the Board or committee record the names of the persons who disclosed or were found to have a financial interest, the nature of the interest, any action taken to determine whether a conflict existed, and the Board's or committee's decision, including the names of those present for discussions and votes and the vote itself.

7. Compensation

An Interested Person who receives compensation from the Alliance may not participate in, and leaves the meeting for, any Board or committee vote on their own compensation. Compensation is set using the process in Bylaws Article VII.

8. Annual Statements

Each Interested Person shall annually sign the **Acknowledgement & Disclosure Statement** in Appendix A, affirming that they have received, read, and agree to comply with this Policy and disclosing any actual or possible conflict. Signed statements are returned to the President and retained under the Document Retention and Destruction Policy.

9. Violations

If the Board or a committee has reasonable cause to believe an Interested Person has failed to disclose an actual or possible conflict, it informs the person and allows an explanation. If, after hearing the response and investigating, it determines the person failed to disclose, it takes appropriate corrective and disciplinary action.

10. Administration and Review

The Governance Committee administers this Policy, collects the annual statements with the President, and reviews the Policy at least annually, recommending updates.

Appendix A — Annual Acknowledgement & Disclosure Statement

All Directors of the Alliance are required to comply with this Conflict of Interest Policy, including the affirmative responsibility to disclose an actual or possible conflict of interest, and to complete this Acknowledgement & Disclosure Statement on an annual basis.

Name: _____ *Employer:* _____

Please answer the following questions:

1. Are you or any member of your immediate family (your spouse or domestic partner, children, and other members of your family living in your household) a partner, employee, consultant, or independent contractor of or to the Alliance or its vendors (suppliers) or corporate partners?

____ *Yes* ____ No — If "Yes," explain the nature and extent of the relationship:

_____
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_____
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2. Please list all entities in which you or any member of your immediate family has an ownership, employment, investment, or other financial interest that has had, within the last twelve months, a relationship with the Alliance (e.g., as a vendor, licensee, consultant, independent contractor, donor, granting agency, or corporate partner) of which you are aware:

_____
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3. Are there any other facts or circumstances of which you are aware that may be an actual or possible conflict of interest with the Alliance?

____ *Yes* ____ No — If "Yes," explain the nature and extent:

_____
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Certification and Changed Circumstances. I have received, read, and agree to comply with the Conflict of Interest Policy. I agree that I will promptly notify the Chair of the Governance Committee and the Chair of the Board of Directors if any facts or circumstances arise that would cause any conflict of interest or potential conflict of interest between me or my immediate family members and the Alliance not listed here.

Signature: _____

Type or Print Name: _____

Date: _____

Please return the completed statement to the President of the Alliance.