

CONFLICT-OF-INTEREST POLICY
OF
THE SHAKER FIGURE SKATING CLUB
an Ohio nonprofit corporation

Adopted 2/9/2026

Section 1. Purpose. The purpose of this Conflict-of-Interest Policy ("**Policy**") is to protect the interests of The Shaker Figure Skating Club (the "**Club**") when it is contemplating entering into a transaction or arrangement that might benefit, directly or indirectly, the private interest of an officer or director of the Club or result in an excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. This Policy is intended to supplement but not replace any applicable federal or state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Definitions.

- A. **Interested Person.** Any Trustee, Officer, key employee, or member of a committee with powers delegated by the Board of Trustees (the "**Board**"), who has a direct or indirect Financial Interest, whether personally or through a family member, as defined below, is an "**Interested Person.**"
- B. **Financial Interest.** A "**Financial Interest**" is any actual or potential ownership or investment interest in any entity with which the Club has or is negotiating a transaction or arrangement, or any actual or potential compensation arrangements with the Club, or with any entity or individual with which the Club has or is negotiating a transaction or arrangement.

Section 3. Procedures.

- A. **Duty to Disclose.** Each Interested Person must disclose the existence of any Financial Interest and all material facts relating to any Club transaction or arrangement to the Board.
- B. **Determining Whether a Conflict of Interest Exists.** The Board shall determine if a conflict of interest exists. The Interested Person shall not be present during the Board's discussion of the conflict of interest or any determination or voting as to whether a conflict of interest exists.
- C. **Procedures for Addressing the Conflict of Interest.** If a conflict of interest exists, the Board shall determine what measures are needed to protect the Club's interests in light of the nature of the conflict of interest. The Board may receive a presentation from the Interested Person, but after the presentation, the Interested Person shall leave the meeting and not participate in any discussion or vote regarding the proposed transaction or arrangement for the Club. The Board shall exercise due diligence in collecting material facts and information regarding the transaction and the Interested Person's conflict of interest. If appropriate, the Board shall also consider alternatives to the proposed transaction or arrangement and determine whether more advantageous transactions or arrangements may be made with persons or entities that would not give rise to a conflict of interest. The Board shall make the final decision as to whether the Club should enter into the

transaction, upon determining that the transaction is in the Club's best interests, for its own benefit, and fair and reasonable to the Club. This determination shall be made by a majority vote of the disinterested members of the Board.

Section 4. Violations of the Conflict-of-Interest Policy. If the Board has reasonable cause to believe that someone has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose. If, after hearing such person's response and after making further investigation as warranted by the circumstances, the Board determines that such person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Records of Proceedings. The minutes of the Board, and, if applicable, any committee charged with review of a potential conflict of interest or a transaction or arrangement involving a conflict of interest shall contain the names of the Interested Persons, the nature of the interest, any actions taken to determine whether a conflict of interest was present, and whether it was determined that a conflict of interest existed. The minutes shall also contain a record of which members of the Board were present for the discussions, whether Interested Persons were excluded from the discussions, and the content of the discussions, including any information relied upon by the Board in reaching a decision as to the transaction. The minutes must also include a record of any votes taken with respect to the transaction, indicating whether it was approved or not.

Section 6. Compensation. Any voting Officer or Trustee (or voting member of a committee with delegated authority to determine compensation) who receives compensation, directly or indirectly, from the Club for services is precluded from voting on any matters pertaining to their own compensation.

Section 7. Annual Statements. Each Trustee, Officer, key employee, and member of a committee with powers delegated by the Board shall annually provide general disclosures of financial and other interests and sign a statement which affirms such person:

- A. Has received a copy of this Conflict-of-Interest Policy,
- B. Has read and understands the Policy,
- C. Has agreed to comply with the Policy, and
- D. Understands the Club is charitable in nature and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

A form for such annual statement and disclosure is attached to and made a part of this Policy as "**Exhibit A**".

Section 8. Periodic Reviews. The Board shall authorize and oversee an annual review of the administration of this policy. This is intended to ensure that the Club operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. The review shall consider the level of compliance with this policy, the continuing suitability of this policy, and whether the policy should be modified or improved. The review shall also consider whether transactions engaged in by the Club have conformed to the

Club's policies, reflect reasonable investment or payment amounts, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 9. Use of Outside Experts. When conducting the periodic reviews, as provided for in Section 8, the Club 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.

CERTIFICATION OF ADOPTION

The foregoing Conflict-of-Interest Policy was adopted by action of the Board of Trustees on the date set forth above.

Angela Robinson

Secretary, The Shaker Figure Skating Club

Date

THE SHAKER FIGURE SKATING CLUB
an Ohio nonprofit corporation

ANNUAL CONFLICT-OF-INTEREST STATEMENT AND DISCLOSURE
for
TRUSTEES, OFFICERS, KEY EMPLOYEES, AND MEMBERS OF COMMITTEES
WITH BOARD-DELEGATED POWERS

FISCAL YEAR _____ – _____

Name: _____

Office(s) and/or Position(s) held: _____

Annual Statement

By signing below, I affirm the following:

1. I have received a copy of the current Conflict-of-Interest Policy (the "Conflict-of-Interest Policy") for The Shaker Figure Skating Club (the "Club").
2. I have read the Conflict-of-Interest Policy, and I understand the Conflict-of-Interest Policy.
3. I agree to comply with the Conflict-of-Interest Policy.
4. I understand that I have an ongoing obligation to update this form and notify the Club of any material changes to my answers at any time throughout the year.
5. I understand that the Club is an Ohio nonprofit corporation operating subject to the rules and requirements of a Section 501(c)(3) public charity, and that, in order to obtain and maintain 501(c)(3) tax-exempt status, the Club must engage primarily in activities that accomplish one or more of its tax-exempt purposes set forth in its Articles of Incorporation and Constitution and Bylaws).

Signature

Date

Annual Disclosures

In responding to these questions, please note that a "Yes" answer does not imply that the relationship or transaction was necessarily inappropriate.

1. Are you, or have you been within the last twelve months, an owner, officer, director or employee of any business entity or nonprofit or governmental organization with which the Club has business dealings? Yes ___ No ___

If the answer to the foregoing question is "Yes," please list the names of such businesses or organizations, the office(s) held, and the approximate dollar amount of business involved.

2. Do you, or does any related party as defined below*, have a financial interest in, or receive any compensation or income from, any business entity or nonprofit or governmental organization with which the Club has business dealings? Yes ___ No ___

If the answer to the foregoing question is "Yes," please supply the following information:

a. Names of the business or organizations involved, the person(s) involved, and the nature of their relationship to you:

b. Nature and amount of each such financial interest, compensation, or income:

3. Did you, or any related party, receive during the past twelve months any gifts or loans from any source from which the Club buys goods or services or with which it has engaged in any business transaction? Yes ___ No ___

If the answer to this question is "Yes," list such gifts or loans as follows:

<i>Source</i>	<i>Item</i>	<i>Approximate Value</i>
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4. Please list all business and professional positions and activities (employment or otherwise) held by you or members of your household:

Name of Business/Organization

Position Held (and by whom)

5. Please list any other nonprofit or similar organizations with which you or a member of your household are associated (as an employee, director, trustee, or in another position of influence):

Name of Nonprofit/Organization

Position Held (and by whom)

6. Were you involved in any other activity during the past twelve months that might be interpreted as a possible conflict of interest with the Club? Yes ___ No ___

If "Yes," please describe:

I certify that the foregoing information is true and complete to the best of my knowledge.

Signature

Date

* "Related party" is defined as members of your family, which includes your spouse, minor children, parents, siblings, in-laws and all other dependents; estates, trusts, and partnerships in which you or your immediate family has a present or vested future beneficial interest; and any corporation or entity in which you or a family member is a beneficial owner of more than five percent of the business.